

B6A (Official Form 6A) (12/07)

In re **Baseline Oil & Gas Corp.**

Debtor(s)

Case No. _____

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "none" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband Wife Joint or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
50.693 Acres, William Kierans, No. 346 and Nathaniel Reed Survey, No. 373, and being called Tract 7 of the division of 396.964 Matagorda County, TX		-	\$101,122.90*	\$122,798,007.00
10.032 Acres, William Klerans, No. 346, and the Nathaniel Reed Survey, Abstract No. 373, and being called Tract 8, Matagorda County, TX		-	\$34,117.31*	\$122,798,007.00
Various Mineral Leases - See Exhibits A-1 (Matagorda County), A-2 (Stephens County), A-3 (New Albany, Indiana)		-	\$46,500,000.00*	\$122,798,007.00
Total:			\$46,635,240.21	

(*) Estimated liquidation value

(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **Baseline Oil & Gas Corp.**

Case No. _____

Debtor(s) _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Compass Bank Account No. xxx-xxx-0335 (Revenue Account)	-	\$9,002.36
		Compass Bank Account No. xxx-xxx-0343 (Operating Account)	-	\$126,720.40
		Compass Bank Account No. xxxx-xxxx-0351 (Royalty Account)	-	\$819,306.96
3. Security deposits with public utilities, telephone companies, landlords, and others.		411 NSPS Security Deposit (Landlord)	-	\$11,789.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Blanket Performance Bond - Texas Railroad Commission	-	\$0.00

B 6B (Official Form 6B) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Production Receivables	-	\$402,606.66
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

B 6B (Official Form 6B) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Chevy 3/4 Ton Pickup Vin #1GCGC24U13Z331684 Stephens County, TX	-	\$5,945.00
		2004 Chey 3/4 Ton Pickup VIN #1GCHC24U54E159608 Stephens County, TX	-	\$6,520.00
		2004 Chey 3/4 Ton Pickup VIN #1GCHC24U94E314760 Stephens County, TX	-	\$6,520.00
		2005 Chevy 1/2 Ton Pickup VIN #2GCEC19TX1231886 Stephens County, TX	-	\$10,215.00
		2005 Chevy 3/4 Ton Pickup VIN #1GCHC24U15E296711 Stephens County, TX	-	\$0.00
		1991 Dodge 1 Ton Diesel VIN #1B6ME6C8MS352361 Stephens County, TX (Traded-In)	-	\$1,850.00
		1997 Ford 1/2 Ton Pickup VIN #1FTDX1761VKA96696 Stephens County, TX	-	\$3,300.00

B 6B (Official Form 6B) (12/07) - Cont.

In re Baseline Oil & Gas Corp.
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		2008 Nissan Titan VIN #1N6BA07G18N303664 Matagorda County, TX	-	\$22,484.11
		2008 Nissan Titan VIN #1N6BA07D18N336024 Harris County, TX	-	\$25,399.12
		2008 Nissan Titan VIN #1N6BA06E18N335367 Stephens County, TX	-	\$17,192.00
		2008 Nissan Titan VIN #1N6BA06A58N346580 Stephens County, TX	-	\$17,192.00
		2009 Nissan Titan VIN #1N6BA06A59N303634 Stephens County, TX	-	\$17,000.00
		1982 40'WW Tandum Trailer VIN #105583 Stephens County, TX	-	\$2,000.00
		1988 Falcon Double Axle Trailer VIN #880709 Stephens County, TX	-	\$2,000.00
		1986 Bruton Single Axle Trailer VIN #8297386 Stephens County, TX	-	\$2,000.00
		1978 Single Axle Trailer VIN # Stephens County, TX	-	\$2,000.00
		1990 12' Utility Trailer VIN #LM000212 Stephens County, TX	-	\$2,000.00
		1991 Belshe 3 Axle Trailer VIN #16JF01831M1022252 Stephens County, TX (Sold)	-	\$0.00
		1964 Shopmade Utility Trailer VIN #NMT20728 Stephens County, TX	-	\$2,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		Double Axle Trailer VIN #A6XUT1623LM01058 Stephens County, TX	-	\$2,000.00
		Single Axle Trailer 12x4 Stephens County, TX	-	\$2,000.00
		2002 SPORT CT Trailer VIN #4EZTS20292S107591 Stephens County, TX	-	\$6,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furniture	-	\$33,250.00
		Computer Hardware/Network	-	\$2,230.00
		Computer Equipment	-	\$2,660.00
		Log Scan Machine	-	\$2,620.00
		Network Switches/ Firewall	-	\$1,300.00
		Phone System	-	\$12,355.00
		File Cabinets	-	\$2,380.00
		Computer Workstations/ Laptops	-	\$24,000.00
		Video Equipment	-	\$2,610.00
		Color Plotter	-	\$2,480.00
		Network Server	-	\$1,860.00
29. Machinery, fixtures, equipment, and supplies used in business.		1 Line Heater S.E. Blessing Unit No. 1 Matagorda County, TX	-	\$15,000.00
		1 Line Heater S.E. Blessing Unit No. 2 Matagorda County, TX	-	\$15,000.00
		1 Line Heater E. Blessing Unit No. 1 Matagorda County, TX	-	\$15,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 Line Heater E. Blessing Unit No. 2 Matagorda County, TX	-	\$15,000.00
		1 Line Heater E. Blessing No. 4 Matagorda County, TX	-	\$15,000.00
		1 Line Heater Nelson E. Blessing No. 1 Matagorda County, TX	-	\$15,000.00
		1 Line Heater Blessing Unit No. 1 Matagorda County, TX	-	\$15,000.00
		2 Meters S.E. Blessing Unit No. 1 Matagorda County, TX	-	\$20,000.00
		2 Meters S.E. Blessing Unit No. 2 Matagorda County, TX	-	\$20,000.00
		1 Meter S.E. Blessing Unit No. 3 Matagorda County, TX	-	\$10,000.00
		2 Meters E. Blessing Unit No. 1 Matagorda County, TX	-	\$20,000.00
		2 Meters E. Blessing Unit No. 2 Matagorda County, TX	-	\$20,000.00
		2 Meters E. Blessing Unit No. 4 Matagorda County, TX	-	\$20,000.00
		2 Meters Nelson E. Blessing No. 1 Matagorda County, TX	-	\$20,000.00
		2 Meters Blessing Unit No. 1 Matagorda County, TX	-	\$20,000.00
		1 20x5 Separator E. Blessing Unit No. 4 Matagorda County, TX	-	\$10,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 24x10 Separator S.E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator E. Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator E. Blessing Unit No. 4 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator Nelson E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 30x10 Separator S.E. Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator S.E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator S.E. Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator E. Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator E. Blessing Unit No. 4 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Nelson E. Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 36x10 Separator Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tank S.E. Blessing Unit No. 1 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank S.E. Blessing Unit No. 2 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank E. Blessing Unit No. 1 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank E. Blessing Unit No. 2 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank E. Blessing Unit No. 4 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank Nelson E. Blessing No. 1 Matagorda County, TX	-	\$36,000.00
		3 400bbl Tank Blessing Unit No. 1 Matagorda County, TX	-	\$36,000.00
		Glycol Dehydration Unit HPL Sales Point Matagorda County, TX	-	\$20,000.00
		1 Meter HPL Sales Point Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator HPL Sales Point Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks HPL Sales Point Matagorda County, TX	-	\$36,000.00
		2 Meters Blessing Unit No. 1-2 Matagorda County, TX	-	\$20,000.00

B 6B (Official Form 6B) (12/07) - Cont.

In re Baseline Oil & Gas Corp.
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 24x10 Separator Blessing Unit No. 1-2 Matagorda County, TX	-	\$10,000.00
		1 34x10 Separator Blessing Unit No. 1-2 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit No. 1-2 Matagorda County, TX	-	\$36,000.00
		1 Line Heater Blessing Unit 2-1 Matagorda County, TX	-	\$15,000.00
		2 Meters Blessing Unit 2-1 Matagorda County, TX	-	\$20,000.00
		1 24x10 Separator Blessing Unit 2-1 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Blessing Unit 2-1 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit 2-1 Matagorda County, TX	-	\$36,000.00
		1 Line Heater Blessing Unit 2-2 Matagorda County, TX	-	\$15,000.00
		2 Meters Blessing Unit 2-2 Matagorda County, TX	-	\$20,000.00
		1 24x10 Separator Blessing Unit 2-2 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Blessing Unit 2-2 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit 2-2 Matagorda County, TX	-	\$36,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 Line Heater Blessing Unit 2-3 Matagorda County, TX	-	\$15,000.00
		2 Meters Blessing Unit 2-3 Matagorda County, TX	-	\$20,000.00
		1 20x5 Separator Blessing Unit 2-3 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator Blessing Unit 2-3 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Blessing Unit 2-3 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit 2-3 Matagorda County, TX	-	\$36,000.00
		1 Line Heater Blessing Unit No. 3-1 Matagorda County, TX	-	\$15,000.00
		3 Meters Blessing Unit No. 3-1 Matagorda County, TX	-	\$30,000.00
		1 20x5 Separator Blessing Unit No. 3-1 Matagorda County, TX	-	\$10,000.00
		1 24x10 Separator Blessing Unit No. 3-1 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Blessing Unit No. 3-1 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit No. 3-1 Matagorda County, TX	-	\$36,000.00
		1 Pumping Unit Blessing Unit No. 3-2 Matagorda County, TX	-	\$50,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		2 Meters Blessing Unit No. 3-2 Matagorda County, TX	-	\$20,000.00
		1 24x10 Separator Blessing Unit No. 3-2 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separators Blessing Unit No. 3-2 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Blessing Unit No. 3-2 Matagorda County, TX	-	\$36,000.00
		1 Line Heater Nevada Blessing Unit No. 1 Matagorda County, TX	-	\$15,000.00
		2 Meters Nevada Blessing Unit No. 1 Matagorda County, TX	-	\$20,000.00
		1 24x10 Separator Nevada Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		1 36x10 Separator Nevada Blessing Unit No. 1 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Nevada Blessing Unit No. 1 Matagorda County, TX	-	\$36,000.00
		1 Line Heater Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$15,000.00
		5 Meters Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$50,000.00
		1 12x5 Separator Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		1 30x10 Separator Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 36x10 Separator Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$10,000.00
		3 400bbl Tanks Nevada Blessing Unit No. 2 Matagorda County, TX	-	\$36,000.00
		2 500bbl Oil Tanks A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00
		2 210bbl Oil Tanks A. Atkins Tank Battery Stephens County, TX	-	\$24,000.00
		3 1000bbl Fiberglass Water Tanks A. Atkins Tank Battery Stephens County, TX	-	\$81,000.00
		1 Atkins Lease Production FWKO 10x25 A. Atkins Tank Battery Stephens County, TX	-	\$45,000.00
		1 Atkins A Lease Production FWKO 8x25 A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00
		1 Atkins Texaco Production FWKO 8x25 A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00
		1 Atkins Test FWKO 6x10 A. Atkins Tank Battery Stephens County, TX	-	\$30,000.00
		1 Atkins A Test FWKO 6x15 A. Atkins Tank Battery Stephens County, TX	-	\$30,000.00
		1 Hill Test FWKO 6x10 A. Atkins Tank Battery Stephens County, TX	-	\$30,000.00
		4 Gas Separators A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00
		1 Oil Well A336 swd pump/150hp motor A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00

B 6B (Official Form 6B) (12/07) - Cont.

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(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 National Oil Well 300, Q5L swd pump 250hp motor A. Atkins Tank Battery Stephens County, TX	-	\$75,000.00
		1 Oil well A336 swd pump/200hp motor A. Atkins Tank Battery Stephens County, TX	-	\$65,000.00
		1 Oilwell A536 swd pump/200hp motor A. Atkins Tank Battery Stephens County, TX	-	\$70,000.00
		1 Wheatley HP 250L swd pump; no motor A. Atkins Tank Battery Stephens County, TX	-	\$40,000.00
		1 National J275 swd pump w/ 250hp motor A. Atkins Tank Battery Stephens County, TX	-	\$90,000.00
		1 Bingham split case salt water pump & 1200hp motor A. Atkins Tank Battery Stephens County, TX	-	\$150,000.00
		1 Goulds transfer pit pump & 3hp motor A. Atkins Tank Battery Stephens County, TX	-	\$12,000.00
		1 Power D oil transfer pump w/ 7.5hp motor A. Atkins Tank Battery Stephens County, TX	-	\$20,000.00
		1 Roper transfer pump w/ 2hp motor A. Atkins Tank Battery Stephens County, TX	-	\$10,000.00
		1 Quincy air compressor w/ 5hp motor A. Atkins Tank Battery Stephens County, TX	-	\$15,000.00
		5 210bbl Oil Tanks West Black Caddo Unit Stephens County, TX	-	\$60,000.00
		1 500bbl fiberglass water tank West Black Caddo Unit Stephens County, TX	-	\$20,000.00
		1 210bbl fiber glass water tank West Black Caddo Unit Stephens County, TX	-	\$12,000.00

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(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		1 Production FWKO 6x8 West Black Caddo Unit Stephens County, TX	-	\$27,000.00
		1 test FWKO 4x15 West Black Caddo Unit Stephens County, TX	-	\$30,000.00
		1 transfer swd pump w/ 40hp motor West Black Caddo Unit Stephens County, TX	-	\$35,000.00
		1 transfer swd pump w/ 3hp motor West Black Caddo Unit Stephens County, TX	-	\$12,000.00
		6 210bbl oil tanks Black Caddo Unit Stephens County, TX	-	\$72,000.00
		2 500bbl fiberglass water tanks Black Caddo Unit Stephens County, TX	-	\$40,000.00
		1 750bbl fiberglass water tank Black Caddo Unit Stephens County, TX	-	\$25,000.00
		1 300bbl fiberglass water tank Black Caddo Unit Stephens County, TX	-	\$18,000.00
		1 Production FWKO 10x30 Black Caddo Unit Stephens County, TX	-	\$48,000.00
		1 Production FWKO 8x20 Black Caddo Unit Stephens County, TX	-	\$38,000.00
		2 test FWKO 4x10 Black Caddo Unit Stephens County, TX	-	\$55,000.00
		2 Centril Lift H swd pumps w/ 400hp motors Black Caddo Unit Stephens County, TX	-	\$180,000.00
		1 Can swd pump w/ 400hp motor Black Caddo Unit Stephens County, TX	-	\$90,000.00

B 6B (Official Form 6B) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		2 spare 400hp motors Black Caddo Unit Stephens County, TX	-	\$120,000.00
		1 transfer pump w/ 2hp motor Black Caddo Unit Stephens County, TX	-	\$10,000.00
		1 Put pump w/ 7.5hp motor Black Caddo Unit Stephens County, TX	-	\$18,000.00
		1 transfer pump w/ 7.7hp motor Black Caddo Unit Stephens County, TX	-	\$20,000.00
		1 Dike pump w/ 3hp motor Black Caddo Unit Stephens County, TX	-	\$12,000.00
		1 Quincy air compressor w/ 5 hp motor Black Caddo Unit Stephens County, TX	-	\$15,000.00
		4 210bbl oil tanks Spear Battery Stephens County, TX	-	\$48,000.00
		1 150bbl fiberglass water tank Spear Battery Stephens County, TX	-	\$10,000.00
		1 210bbl fiberglass water tank Spear Battery Stephens County, TX	-	\$12,000.00
		1 Production FWKO 6x12 Spear Battery Stephens County, TX	-	\$27,000.00
		1 test FWKO 4x10 Spear Battery Stephens County, TX	-	\$25,000.00
		1 Gaso 50 Q5 swd pump w/ 100hp motor Spear Battery Stephens County, TX	-	\$37,000.00
		1 Pit pump w/ 3hp motor Spear Battery Stephens County, TX	-	\$12,000.00

B 6B (Official Form 6B) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption*
		2 300bbl oil tanks	-	\$40,000.00
		Muleshoe Ranch Lease		
		Stephens County, TX		
		1 500bbl fiberglass water tank	-	\$20,000.00
		Muleshoe Ranch Lease		
		Stephens County, TX		
		1 heater treater/ gun bbl; 4x20 upright	-	\$25,000.00
		Muleshoe Ranch Lease		
		Stephens County, TX		
		1 Production FWKO 4x12	-	\$27,000.00
		Muleshoe Ranch Lease		
		Stephens County, TX		
		30 oil wells on pumping unit	-	\$450,000.00
		(Estimated Wellhead equipment and pumping units/		
		Electric Submersible Pumps)		
		50 transformers and controls	-	\$375,000.00
		(Estimated Wellhead equipment and pumping units/		
		Electric Submersible Pumps)		
		54 salt water injection trees/equipment	-	\$270,000.00
		(Estimated Wellhead equipment and pumping units/		
		Electric Submersible Pumps)		
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Retainer held by Thompson & Knight, LLP	-	\$55,024.69
		Retainer held by Grant Thornton	-	\$75,000.00
			Total >	\$6,615,812.30

(Report also on Summary of Schedules)

In re Baseline Oil & Gas Corp. Case No. _____
Debtor(s)

SCHEDULE B - PERSONAL PROPERTY
Attachment A

(*) Book value is used for all automobiles, office furnishings and equipment, and machinery, fixtures and equipment.

B6D (Official Form 6D) (12/07)

In re **Baseline Oil & Gas Corp.**

Case No. _____

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			October 1, 2007					
Bank of New York Mellon, Indenture Trustee Global Corporate Trust 101 Barclay St., 8 West New York, NY 10286		N A	Amended and Restated Indenture Secured by all assets of the Debtor					
			VALUE \$48,500,000.00*				\$122,798,007.00	\$74,298,007.00
Total(s)							\$122,798,007.00	\$74,298,007.00

(*) Estimated liquidation value

(Use only on last page)

(Report also on Summary of Schedules)

If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

B6E (Official Form 6E) (12/07)

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Aldine ISD Tax Assesor Evelyn Owens, RTA 14909 Aldine-Westfield Road Houston, TX 77032		-					0.00	0.00
Account No.								
Matagorda County Tax Assessor Cristyn E. Hallmark, RTA 1700 Seventh Street, Room 203 Bay City, TX 77414		-					0.00	0.00
Account No.								
Stephen's County Tax Office Terry Sullivan, RTA 200 West Walker Breckenridge, TX 76424		-					0.00	0.00
Account No.								
Account No.								
Subtotal							0.00	0.00
(Total of this page)							0.00	0.00
Total							0.00	0.00
(Report on Summary of Schedules)							0.00	0.00

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.							
24 Hour Welding Service P.O. Box 275 Lolita, TX 77971		-					0.00
Account No.							
411 NSHP Partners, LP 521 W. Wilshire Suite 100 Oklahoma City, OK 73116		-					0.00
Account No.							
5M Properties, LP P.O. Box 548 Breckenridge, TX 76424		-					0.00
Account No.							
A&A Pressure Washing P.O. Box 711 Breckenridge, TX 76424		-					0.00
Subtotal (Total of this page)							0.00

161 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
A-1 Sign Engravers, Inc. P.O. Box 2641 Midland, TX 79702	-					0.00
Account No.						
A-Texian Compressor, Inc. 111 Skytop Rd. P.O. Box 249 Telferner, TX 77988	-					29,816.62
Account No.						
A.J.M. Welding & Lease Service P.O. Box 103 La Ward, TX 77970	-					0.00
Account No.						
A.R. Knight, Jr. 11293 CR 154 Breckenridge, TX 76424	-					0.00
Account No.						
Aaron D. Nelson 1111 Canyon Maple Rd. Pflugerville, TX 78660	-					0.00
Sheet no. <u>1</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						29,816.62
Subtotal (Total of this page)						29,816.62

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Ace Transportation P.O. Box 975357 Dallas, TX 75397	-					0.00
Account No.						
ACME Truck Line Inc. MSC - 410683 PO Box 415000 Nashville, TN 37241-5000	-					0.00
Account No.						
Adelaide Scott Smith P.O. Box 56429 Houston, TX 77256	-					0.00
Account No.						
Administaff 19001 Crescent Springs Dr. Kingwood, TX 77339	-					0.00
Account No.						
AFCO P.O. Box 360572 Pittsburgh, PA 15250	-					0.00
Sheet no. <u>2</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
AGA Services, Inc. P.O. Box 166 Breckenridge, TX 76424		-				7,576.25
Account No.						
Agua Negra Partnership, Ltd. P.O. Box 752 Breckenridge, TX 76424		-				0.00
Account No.						
Ainsworth Trucking, LP PO Box 10386 Corpus Christi, TX 78460-0386		-				0.00
Account No.						
Air Equipment Rental, Inc. 3125 FM 1685 Victoria, TX 77905		-				0.00
Account No.						
Airgas Southwest 101 Dairy St. Breckenridge, TX 76424		-				94.00
Sheet no. <u>3</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						7,670.25

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Alamo Tubing Testers Corp. P.O. Box 2087 Alvin, TX 77512		-				0.00
Account No.						
Alan N. Lockhart 329 N. Smith St. Breckenridge, TX 76424		-				0.00
Account No.						
Alan P. Gaines 25438 Malibu Rd. Suite 1 Malibu, CA 90265		-				0.00
Account No.						
Albany Cementing Co. P.O. Box 931 Albany, TX 76430		-				0.00
Account No.						
Albany Communications 408 South Main St. P.O. Box 1213 Albany, TX 76430		-				1,402.71
Sheet no. <u>4</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,402.71

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Alexander Tank Co., Inc. P.O. Box 589 Luling, TX 78648	-					0.00
Account No.						
All Church Home for Children Bank of America, N.A., Agent P.O. Box 840738	-					0.00
Account No.						
All Points Moving & Storage P.O. Box 122051 Dept. 2051 Dallas, TX 75312	-					0.00
Account No.						
Allgayer, Inc. dba J&D Rentals & Services P.O. Box 611 El Campo, TX 77437	-					0.00
Account No.						
Allis Chalmers Tubular Svc Inc PO Box 201235 Dallas, TX 75320-1235	-					0.00
Sheet no. 5 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Alton N & Freida Nelson 18359 Highway 35 South Palacios, TX 77465	-						0.00
Account No.							
Alvin Police Officers Assoc.	-						0.00
Account No.							
America Pumping & Trucking P.O. Box 203047 Houston, TX 77216	-						0.00
Account No.							
American Stock Transfer 59 Maiden Lane New York, NY 10038	-						0.00
Account No.							
AMMO Investments, Ltd. 500 N. Akard Suite 1900 Dallas, TX 75201	-						0.00
Sheet no. <u>6</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Amos Knight Trust Elizabeth Wheeler Trustee 5 London Lane Breckenridge, TX 76424	-					0.00
Account No.						
Amy R. Chavez 11300 Lakewood Field Ct. Tomball, TX 77377	-					0.00
Account No.						
Ann K. Tillman 1231 Lake Breeze Dr. West Palm Beach, FL 33414	-					0.00
Account No.						
Anna R. Black 900 East Connell St. Breckenridge, TX 76424	-					0.00
Account No.						
ANSA-FONE Answering Service P.O. Box 16 Albany, TX 76430	-					292.19
Sheet no. <u>7</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						292.19

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Antelope Oil Tool & Mfg. Co. 912 Hood St. Mineral Wells, TX 76067		-				0.00
Account No.						
April's Bit & Pieces P.O. Box 399 Louise, TX 77455		-				0.00
Account No.						
Area Wide Safety, Inc. 1150 S. Treadway Abilene, TX 79602		-				0.00
Account No.						
Arnold Oil Company 5422 Ayers P.O. Box 7889 Corpus Christi, TX 78467		-				5,778.37
Account No.						
Arrow Construction Co., Inc. P.O. Box 576 Snyder, TX 79550		-				0.00
Sheet no. 8 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						5,778.37
Subtotal (Total of this page)						5,778.37

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Ashford Exploration, Ltd. 3303 Louisiana Suite 240 Houston, TX 77006		-				0.00
Account No.						
AT&T P.O. Box 5001 Carol Stream, IL 60197		-				50.70
Account No.						
AT&T Mobility P.O. Box 650574 Dallas, TX 75265		-				446.38
Account No.						
AT&T Teleconference Services P.O. Box 2840 Omaha, NE 68103		-				0.00
Account No.						
Atlas Energy Indiana, LLC 10691 East Carter Rd. Suite 201 Traverse City, MI 49684		-				0.00
Sheet no. <u>9</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						497.08

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Audrey J. Brown, Testamentary Helen A. Brown-Kay, Trustee 706 W. Center St. Kyle, TX 78640		-					0.00
Account No.							
Aurora Oil & Gas Corporation 4110 Copper Ridge Dr. Suite 100 Traverse City, MI 49684		-					0.00
Account No.							
Axia Resources P.O. Box 3686 Dept. 110 Houston, TX 77253		-					0.00
Account No.							
Aycock, Inc. P.O. Box 1586 Alice, TX 78333		-					0.00
Account No.							
Ayseph Production Services 3117 Encino Bay City, TX 77414		-					0.00
Sheet no. <u>10</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
B Square Consulting, LLC 3 St. Lukes Place New York, NY 10014	-					0.00
Account No.						
B&S Services, Inc. 11928 FM 1301 Boling, TX 77420	-					0.00
Account No.						
B&W Telephone 1805 W. Walker Breckenridge, TX 76424	-					0.00
Account No.						
Badger Oilfield P.O. Box 187 Breckenridge, TX 76424	-					0.00
Account No.						
Baker Hughes P.O. Box 200415 Houston, TX 77216	-					0.00
Sheet no. <u>11</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Balusek Consulting P.O. Box 1383 El Campo, TX 77437	-					0.00
Account No.						
Bank of America, NA, Trustee Anne McCurdy Cunningham Trust P.O. Box 840738 Dallas, TX 75284	-					0.00
Account No.						
Bank of New York Debt Operations Billing Dept 101 Barclay Street - 8W New York, NY 10286	-					0.00
Account No.						
Barbara Lee McGuffie 8842 Mission Vega Court #4 Santee, CA 92071	-					0.00
Account No.						
Barbara Marie Parker 674 Forrest Abilene, TX 79603	-					0.00
Sheet no. <u>12</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Barbara N. McCurdy, II 1002 Spring St. Bastrop, TX 78602		-				0.00
Account No.						
Barbee Services, Inc P.O. Box 1180 401 E. Caney Wharton, TX 77488		-				0.00
Account No.						
Barrie M. Damson 37 Franklin Street Westport, CT 06880		-				0.00
Account No.						
Basic Energy Services LP P.O. Box 841903 Dallas, TX 75284-1903		-				15,285.58
Account No.						
Baxley Auto Lube & Tire Center 320 W. Walker Breckenridge, TX 76424		-				45.98
Sheet no. 13 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						15,331.56

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Bayou Oilfield Service & Supply Dept 2144 Tulsa, OK 74182	-						0.00
Account No.							
Bee-Line Delivery Service P.O. Box 571267 Houston, TX 77257	-						0.00
Account No.							
Belco Manufacturing Company P.O. Box 210 Belton, TX 76513	-						0.00
Account No.							
Berry Water Well Service, Inc. P.O. Box 935 Edna, TX 77957	-						0.00
Account No.							
Betty Brewer Black 613 W. Williams Breckenridge, TX 76424	-						0.00
Sheet no. 14 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Betty Rose Harendt, Trustee P.G.&B.R. Harendt Living Trust 827 Oleander Avenue El Centro, CA 92243	-						0.00
Account No.							
Beverly A. Galla 14300 N. May Avenue #13107 Oklahoma City, OK 73134	-						0.00
Account No.							
Beverly Schillinger 240 Rice Creek Blvd. Minneapolis, MN 55432	-						0.00
Account No.							
Big Country Packer Service P.O. Box 450 Breckenridge, TX 76424	-						0.00
Account No.							
Big Spring Cat Construction P.O. Box 3672 Big Spring, TX 79721	-						70.00
Sheet no. <u>15</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							70.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Big T Backhoe Service, Inc. P.O. Box 1145 Breckenridge, TX 76424	-						3,815.00
Account No.							
Billy S. Mitchell & ETUX 1703 Yorkley St. Rockdale, TX 76567	-						0.00
Account No.							
Bison Investments, Ltd. 952 Echo Lane Suite 380 Houston, TX 77024	-						0.00
Account No.							
Bitter End Royalties, LP P.O. Box 671099 Dallas, TX 75367	-						0.00
Account No.							
BJ Services P.O. Box 4346 Dept 393 Houston, TX 77210	-						0.00
Sheet no. <u>16</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							3,815.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Black Brothers Ranch c/o Black & Downing 126 West Walker St. Breckenridge, TX 76424	-					0.00
Account No.						
Black Stone Natural Resources I, LP 1001 Fannin, Suite 2020 Houston, TX 77002	-					0.00
Account No.						
Blair Damson 6191 NW 98 Dr. Parkland, FL 33076	-					0.00
Account No.						
Blessing Oil & Gas Company P.O. Box 1597 413 South Meadow Lane El Campo, TX 77437	-					0.00
Account No.						
BLSR Operating, Ltd. 11160 FM 521 Rosharon, TX 77583	-					0.00
Sheet no. <u>17</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Blue Diamond Partners, Ltd. 800 N. Shoreline Suite 2550 S. Tower Corpus Christi, TX 78401	-						0.00
Account No.							
Bobby Parker Dirt Contractor P.O. Box 11 Breckenridge, TX 76424	-						0.00
Account No.							
Borets Weatherford US, Inc. P.O. Box 203739 Houston, TX 77216	-						54,560.22
Account No.							
Bourland & Leverich Supply Co, Ltd P.O. Box 778 Pampa, TX 79066	-						0.00
Account No.							
Boyd's Bit Service, Inc. dba Boyd's Rental Tools P.O. Box 201300 Dallas, TX 75320	-						0.00
Sheet no. <u>18</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							54,560.22

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
BP America Production Company PO Box 848103 Dallas, TX 75284		-				0.00
Account No.						
Brazos Cellular Communications, Ltd 104 North Avenue E Olney, TX 76374		-				0.00
Account No.						
Brazos River Authority P.O. Box 7555 Waco, TX 76714		-				3,853.27
Account No.						
Brazos Telephone Cooperative 109 North Avenue D Olney, TX 76374		-				0.00
Account No.						
Breck Welding & Supply 1811 West Walker P.O. Box 1575 Breckenridge, TX 76424		-				5.50
Sheet no. 19 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,858.77

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Breckenridge Auto & Engine P.O. Box 1575 Breckenridge, TX 76424	-					0.00
Account No.						
Breckenridge Building Center P.O. Box 1795 700 E. Walker St. Breckenridge, TX 76424	-					0.00
Account No.						
Breckenridge Fire Department 105 N. Rose Breckenridge, TX 76424	-					0.00
Account No.						
Breckenridge Rental & Sales P.O. Box 370 1815 West Walker Breckenridge, TX 76424	-					0.00
Account No.						
Breckenridge Services P.O. Box 1498 Breckenridge, TX 76424	-					4,516.76
Sheet no. 20 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						4,516.76

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Brian Keith Best P.O. Box 1137 Running Springs, CA 92382	-					0.00
Account No.						
BRICO Oil P.O. Box 890 Breckenridge, TX 76424	-					0.00
Account No.						
Broadridge P.O. Box 23487 Newark, NJ 07189	-					0.00
Account No.						
Bronco Oilfield Services P.O. Box 910283 Dallas, TX 75391	-					0.00
Account No.						
Bruce Herlin, Cathy Hunter, Cara Herlin, Trustees P.O. Box 570 Palacios, TX 77465	-					0.00
Sheet no. 21 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Bruce W. McClymond P.O. Box 41 Breckenridge, TX 76424		-				0.00
Account No.						
Brush Country Hotshot P.O. Box 260074 Corpus Christi, TX 78426		-				0.00
Account No.						
Burke Children Partnership #1 Elizabeth Taylor, Man. Partner 1203 Country Club Dr. Midland, TX 79701		-				0.00
Account No.						
Burnelle Eicke Knight 125 FM 2231 W Breckenridge, TX 76424		-				0.00
Account No.						
Byron Watson Trucking, Inc. P.O. Box 250 Kirbyville, TX 75956		-				0.00
Sheet no. 22 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

Case No. **09-36291**

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Cactus Tool Company P.O. Box 61953 Midland, TX 79711	-					0.00
Account No.						
Calega, Inc. P.O. Box 388 La Ward, TX 77970	-					0.00
Account No.						
CAMCO Logging Service P.O. Box 19589 Houston, TX 77224	-					0.00
Account No.						
Cameron Equipment 1987, Inc. P.O. Box 4267 Corpus Christi, TX 78469	-					0.00
Account No.						
Cananwill, Inc. P.O. Box 4795 Carol Stream, IL 60197	-					0.00
Sheet no. 24 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Carol Graff Burnett 1974 State Highway 119 Goliad, TX 77963	-					0.00
Account No.						
Carr Environmental Group, Inc. 12707 I-45 North Suite 585 Houston, TX 77060	-					0.00
Account No.						
Carroll's Office Furniture 5615 South Rice Houston, TX 77081	-					0.00
Account No.						
Carstens Motor Company, Inc. 801 West Walker St. P.O. Box 112 Breckenridge, TX 76424	-					0.00
Account No.						
Cauble Welding Rose M. Cauble 3900 E. US Hwy 180 Albany, TX 76430	-					0.00
Sheet no. 25 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Cawley, Gillespie & Assoc. 302 Fort Worth Club Building Fort Worth, TX 76102	-					0.00
Account No.						
CC Forbes Co., L.P. P.O. Box 250 Alice, TX 78333	-					23,662.20
Account No.						
CDI Energy Services P.O. Box 974594 Dallas, TX 75397	-					70,301.12
Account No.						
Champion Technologies P.O. Box 2243 Houston, TX 77252	-					94,411.30
Account No.						
Champions Pipe & Supply P.O. Box 200367 Houston, TX 77216	-					0.00
Sheet no. 26 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						188,374.62

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Charles Joshua McLaglen 2049 Century Park East Suite 2500 Los Angeles, CA 90067	-						0.00
Account No.							
Charles W. Gleeson, LP 24 Smith Road, Suite 222 Midland, TX 79705	-						0.00
Account No.							
Charlotte M. Hunt 7308 Prairie Rd. NE Albuquerque, NM 87109	-						0.00
Account No.							
Chase Bank	-						0.00
Account No.							
Chemical Control Products P.O. Box 281 Breckenridge, TX 76424	-						0.00
Sheet no. 27 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Chemical Weed Control P.O. Box 512 Brownfield, TX 79316		-					0.00
Account No.							
Chestnut Petroleum, Inc. 2201 N. Central Expressway Suite 240 Richardson, TX 75080		-					0.00
Account No.							
Chestnut Production Fund I, LP 2201 N. Central Expressway Suite 240 Richardson, TX 75080		-					0.00
Account No.							
ChevronTexaco Exploration and Production Company P.O. Box 730436 Dallas, TX 75373		-					0.00
Account No.							
Christy Wood Green 6615 W. 69th St Overland Park, KS 66204		-					0.00
Sheet no. 28 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
CIC Construction, Inc. P.O. Box 425 Louise, TX 77455		-				0.00
Account No.						
Cindy Kilgore Peterson 21301 Lindeman Ln. Leander, TX 78641		-				0.00
Account No.						
Coastal Bend Wellhead, Inc. 4841 Santa Elena Corpus Christi, TX 78405		-				0.00
Account No.						
Coastal Drilling Land Company P.O. Box 676900 Dallas, TX 75267		-				0.00
Account No.						
Coastal Flow Field Svcs Inc PO Box 58965 Houston, TX 77258-8965		-				0.00
Sheet no. 29 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Coastl Bend Rentals, Inc. 4841 Santa Elena Corpus Christi, TX 78405	-					0.00
Account No.						
Cody Owen Surveying Co. P.O. Box 336 Breckenridge, TX 76424	-					0.00
Account No.						
Columbine I Limited Partnership P.O. Box 22066 Denver, CO 80222	-					0.00
Account No.						
Comcast 8400 W. Tidwell Houston, TX 77040	-					0.00
Account No.						
Compass Bank	-					0.00
Sheet no. 30 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Compass Bank Visa P.O. Box 2210 Decatur, AL 35699		-				0.00
Account No.						
Complete Packer Sale & Service P.O. Box 5273 Abilene, TX 79608		-				0.00
Account No.						
Compressor Systems, Inc. P.O. Box 841807 Dallas, TX 75284		-				16,680.86
Account No.						
Comptroller of Public Accounts P.O. Box 149348 Austin, TX 78714		-				0.00
Account No.						
Compuforms Data Products, Inc. 2100 Baird Farm Road Arlington, TX 76006		-				0.00
Sheet no. 31 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						16,680.86

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
CompUSA P.O. Box 0309 Miami, FL 33144	-					0.00
Account No.						
Conner Bros. Dozer Service 101 Travis Street Ranger, TX 76470	-					0.00
Account No.						
Connie Jo Wood 12894 CR 176 Breckenridge, TX 76424	-					0.00
Account No.						
Conquest Drilling Fluids, Inc. 100 I-H 45 North, Suite 152-A Conroe, TX 77301	-					0.00
Account No.						
Consolidated Pipe & Supply Co. Dept. 3147 P.O. Box 326 Birmingham, AL 35287	-					0.00
Sheet no. 32 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Constance Wood 4303 Segura Court North Fort Worth, TX 76132	-					0.00
Account No.						
Coody Construction 2003 Highway 180 East Breckenridge, TX 76424	-					0.00
Account No.						
Cope's Auto Repair 2456 U.S. Hwy 180 East Breckenridge, TX 76424	-					0.00
Account No.						
Corporation Service Company P.O. Box 13397 Philadelphia, PA 19101	-					0.00
Account No.						
Cover Your Windows 2511 Tannehill Dr. Houston, TX 77008	-					0.00
Sheet no. 33 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Craig S. Charbonnet, Inc. 5 Grograns Park Dr. Suite 101 Spring, TX 77380	-						0.00
Account No.							
Credence Services, Inc. P.O. Box 2347 Houston, TX 77252	-						928.00
Account No.							
Crew Land Research, Ltd. 2630 Fountainview, Suite 360 Houston, TX 77057	-						0.00
Account No.							
Cudd Energy Services P.O. Box 910283 Dallas, TX 75392	-						0.00
Account No.							
CUSIP Global Services Standard & Poor's 2542 Collection Center Dr. Chicago, IL 60693	-						0.00
Sheet no. 34 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							928.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Cynthia Granthum 1308 Beverly Hills St. Norman, OK 73072		-					0.00
Account No.							
Cynthia Wickizer Mueller 1710 Springwood Ct. College Station, TX 77845		-					0.00
Account No.							
D & B Rental Service 1800 FM 237 Yorktown, TX 78164		-					0.00
Account No.							
D-A-M Services, Inc. P.O. Box 611 3434 N SH 71 El Campo, TX 77437		-					0.00
Account No.							
D-Jax Corporation 1608 South Main P.O. Box 1073 Midland, TX 79702		-					0.00
Sheet no. 35 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. D. Boubel Logging P.O. Box 440 Goliad, TX 77963		-					0.00
Account No. D.B. Zwirn Spec. Op. Fund, LP		-					0.00
Account No. D.L. Gibson 204 Bell Downs Dr. Lafayette, LA 70506		-					0.00
Account No. Dakota Energy, Inc. P.O. Box 1536 Breckenridge, TX 76424		-					0.00
Account No. Daniel A. Nelson 15 Jade Dr. Victoria, TX 77904		-					0.00
Sheet no. 36 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Daniel Clymer 7730 D-Andre Dr. - 92 Fort Wayne, IN 46818	-						0.00
Account No.							
Daniel Murphy C/O Gilford Securities Inc. 132 Main Street, Suite 11 Westhampton Beach, NY 11978	-						0.00
Account No.							
Daniel Tucker 1033 FM 521 Palacios, TX 77465	-						0.00
Account No.							
Danny Stephens P.O. Box 735 Breckenridge, TX 76424	-						0.00
Account No.							
Darla P. Segura P.O. Box 1686 Brazoria, TX 77422	-						0.00
Sheet no. 37 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Darlene Carlin 941 Millmark Grove St. San Pedro, CA 90731		-				0.00
Account No.						
Data Retrieval Corporation 13231 Champions Forest Dr. Houston, TX 77069		-				0.00
Account No.						
David Lopez 171 Edge of Woods Road Southampton, NY 11969		-				0.00
Account No.						
De Laune Drilling Service, Ltd. 200 Hub Street P.O. Box 2228 Alice, TX 78333		-				0.00
Account No.						
Dean A. Doser 15 Rue Danielle Casanova Paris, FR 75001		-				0.00
Sheet no. 38 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Deanna Doser Forbes Blake 4082 Lewis St. Oceanside, CA 92056	-					0.00
Account No.						
Deborah L. Frazier 27 Blythewood Road Baltimore, MD 21210	-					0.00
Account No.						
Dell Business Credit Payment Processing Center P.P. Box 5275 Carol Stream, IL 60197	-					0.00
Account No.						
Denise L. Doser P.O. Box 15735 Scottsdale, AZ 85267	-					0.00
Account No.						
Denise Marie Van Nieuwenhuyzen 17049 Lisette St. Granada Hills, CA 91344	-					0.00
Sheet no. 39 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Dennis L. Scott RR 2, Box 3020 Wanette, OK 74878	-						0.00
Account No.							
Dennis R. Hill 12998 CR 171 Breckenridge, TX 76424	-						0.00
Account No.							
Derik Rentrop 6003 Upper Lake Drive Humble, TX 77346	-						0.00
Account No.							
Deubler's Backhoe Service #8 Northglen Road Breckenridge, TX 76424	-						0.00
Account No.							
Devon Energy Production Co., LP P.O. Box 843559 Dallas, TX 75284	-						0.00
Sheet no. 40 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Diamond G Heated Press Washers P.O. Box 166 Breckenridge, TX 76424		-					0.00
Account No.							
Diamond Oil Well Drilling Co. P.O. Box 7843 Midland, TX 79708		-					0.00
Account No.							
Dick Lilly Atkins P.O. Box 541 Tuscola, TX 79562		-					0.00
Account No.							
Dickerson Resources 2230 Avenue F Bay City, TX 77414		-					0.00
Account No.							
Dickey Distributing 4 Songbird Lane Rosharon, TX 77583		-					0.00
Sheet no. 41 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Disoway, Inc. C/O Gilford Securities Inc. 132 Main Street, Suite 11 Westhampton Beach, NY 11978	-					0.00
Account No.						
Diversified General Contractor 302 N. Houston Ave. Ste. 200 Humble, TX 77338	-					0.00
Account No.						
Dixie D. & J.D. Bartell 5746 Indian Circle Houston, TX 77057	-					0.00
Account No.						
Dona Degroat 3822 232nd Pl. SW Lynnwood, WA 98036	-					0.00
Account No.						
Donald B. Crenshaw, Jr. 711 Mistletoe Breckenridge, TX 76424	-					0.00
Sheet no. 42 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Donald Degroat 5916 NW Brenda Port Saint Lucie, FL 34986	-						0.00
Account No.							
Donald R. Kelly, Jr. & Terrie L. Kelly 1310 2nd St. Stafford, TX 77497	-						0.00
Account No.							
Donna Nelson Henkes Tuttle 231 Bayou Road Lake Jackson, TX 77566	-						0.00
Account No.							
Donna S. Robinson 13426 Ravens Caw Cypress, TX 77429	-						0.00
Account No.							
Dorothy Jean & Waylan Reid 8709 FM Rd 701 Breckenridge, TX 76424	-						0.00
Sheet no. 43 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Dorothy Robbins Trust Dorothy Robbins Trustee 900 Mistletoe Breckenridge, TX 76424	-					0.00
Account No.						
Dorothy Wright Spivy Life Estate NC 75, Box 735 Eliasville, TX 76481-9703	-					0.00
Account No.						
Dorsal Services, Inc. P.O. Box Drawer L Freer, TX 78357	-					0.00
Account No.						
Double J Downhole Testers, LP P.O. Box 6388 Abilene, TX 79608	-					0.00
Account No.						
Double J Pipe P.O. Box 370 Breckenridge, TX 76424	-					0.00
Sheet no. 44 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Double R Bedliner & Associates 1012 E. Walker Breckenridge, TX 76424	-					0.00	
Account No. Doug's Trailer Service 1220 Hudson Road Stamford, TX 79553	-					0.00	
Account No. Douglas Sartoris 800 N. Shoreline Blvd. Ste. 2570 S Tower Corpus Christi, TX 78401	-					0.00	
Account No. Douglas W. Griffith 3453 County Road 229 Breckenridge, TX 76424	-					0.00	
Account No. Dr. John R. Anderson 127 Windson Ct. Saint Paul, MN 55112	-					0.00	
Sheet no. <u>45</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00	

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Drawbridge Spec. Op. Fund, LP	-						0.00
Account No.							
Drilling Info. Inc. P.O. Box 5545 Austin, TX 78763	-						0.00
Account No.							
Dudley D. Johnson C/O Gilford Securities Inc. 132 Main Street, Suite 11 Westhampton Beach, NY 11978	-						0.00
Account No.							
Dunnam Wireline Services, Inc. P.O. Box 6665 Abilene, TX 79608	-						0.00
Account No.							
Dutton Research Company, LLC 4989 Golden Football Parkway Suite 4 El Dorado Hills, CA 95762	-						0.00
Sheet no. 46 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
E-Data Systems, Inc. 75 Maiden Lane, Suite 342 New York, NY 10038	-					0.00
Account No.						
E. Richard Criss Estate c/o Gordon Holloway 5511 Sauve Lane Houston, TX 77056	-					0.00
Account No.						
Earl Burns, Inc. P.O. Box 1021 Abilene, TX 79604	-					0.00
Account No.						
Earl R. Spears 2244 Country Rd. 537A Alvin, TX 77511	-					0.00
Account No.						
Earthhead Consulting, LLC 1012 St. James Blvd. Evansville, IN 47714	-					0.00
Sheet no. 47 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Eaton & Van Winkle, LLP 3 Park Avenue, 16th Floor New York, NY 10016	-						0.00
Account No.							
Edith Mozelle Foy 604 N. River Seymour, TX 76380	-						0.00
Account No.							
El Paso E&P Company, L.P. P.O. Box 201566 Houston, TX 77216	-						0.00
Account No.							
Elizabeth C. Tate 39 Windermere Houston, TX 77063	-						0.00
Account No.							
Elizabeth Wheeler Smith Trust Elizabeth Wheeler Trustee 5 London Lane Breckenridge, TX 76424	-						0.00
Sheet no. 48 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Emma D. & Karen A. McDonald Trustees, L.S. McDonald Trust 809 Trochta St. El Campo, TX 77437	-					0.00
Account No.						
Emmet, Marvin & Martin, LLP 120 Broadway New York, NY 10271	-					0.00
Account No.						
Energex P.O. Box 6027 San Antonio, TX 78209	-					0.00
Account No.						
Energy Royalties, LLC P.O. Box 271165 Houston, TX 77277	-					0.00
Account No.						
Epoch 14703 FM 1488 Magnolia, TX 77354	-					0.00
Sheet no. 49 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. **09-36291**

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Evans Enterprises, Inc. P.O. Box 2370 Oklahoma City, OK 73101	-					0.00
Account No.						
Express Energy Services P.O. Box 3720 Houma, LA 70361	-					0.00
Account No.						
Expro Americas, LP P.O. Box 849832 Dallas, TX 75284	-					0.00
Account No.						
Ezekiel & Cindy Lopez P.O. Box 188 Palacios, TX 77465	-					0.00
Account No.						
Farmers Canal Company P.O. Box 570 Palacios, TX 77465	-					0.00
Sheet no. 51 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E	D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. FASB P.O. Box 630420 Baltimore, MD 21263			-					0.00
Account No. Federal Comm Commission			-					0.00
Account No. FESCO, Ltd. 1000 Fesco Ave. Alice, TX 78332			-					0.00
Account No. Finis Dean Smith 9742 Highway 67 Breckenridge, TX 76424			-					0.00
Account No. Five Thomas Oil & Gas, Ltd. Box 1876 Victoria, TX 77902			-					0.00
Sheet no. <u> 52 </u> of <u> 161 </u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)				0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Flying W Lite Haul 3630 PR 2231-1 Breckenridge, TX 76424	-						0.00
Account No.							
Foran, Ltd. P.O. Box 311595 New Braunfels, TX 78131	-						0.00
Account No.							
Force Trucking 4841 Santa Elena Corpus Christi, TX 78405	-						0.00
Account No.							
Forms On-A-Disk 11551 Forest Central Dr. Ste. 205 Dallas, TX 75243	-						0.00
Account No.							
Fox Tank Company P.O. Box 2260 Breckenridge, TX 76424	-						10,625.00
Sheet no. 53 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							10,625.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Foxlogistics 526 Kingwood Drive #247 Kingwood, TX 77339		-				1,800.00
Account No.						
Frances Jeanette Buckler Kemmerer & Patterson, P.C. P.O. Box 1592 Austin, TX 78767		-				0.00
Account No.						
Francis L. Slater 1899 Burning Bash Court Rochester, MI 48309		-				0.00
Account No.						
Francis Mae Maring & Charles Maring Living Trust P.O. Box 34 South Bend, WA 98586		-				0.00
Account No.						
Frاند A. & Madeline L. Tinz		-				0.00
Sheet no. 54 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,800.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Frank J. Stanley, IRA c/o Gifford Securities, Inc. 132 Main St., Suite 11 Westhampton Beach, NY 11978	-						0.00
Account No.							
Frankie M. Hill 1201 East Lindsey Breckenridge, TX 76424	-						0.00
Account No.							
Frazier Oil Properties, LLC 800 Bering Drive, Suite 150 Houston, TX 77057	-						0.00
Account No.							
Fred F. Dueser 1501 Sycamore Breckenridge, TX 76424	-						0.00
Account No.							
Freda Yvonne Pierce Cormier 202 Reef Unit 306 Corpus Christi, TX 78402	-						0.00
Sheet no. 55 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Frederick Leslie Pierce P.O. Box 567 Blessing, TX 77419		-					0.00
Account No.							
Fribourg Enterprises, Inc. Della Montagnola 167 Attn: Ursula Azzurrini Chianti, Italy 50027		-					0.00
Account No.							
Frontier Services, Inc. P.O. Box 4037 Alice, TX 78333		-					0.00
Account No.							
Full Hole Inspection Service P.O. Box 271055 Corpus Christi, TX 78427		-					0.00
Account No.							
Gardner Energy Corp. 952 Echo Lane Suite 380 Houston, TX 77024		-					0.00
Sheet no. 56 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Gary Renfro Griffith 415 W. Elk #8 Glendale, CA 91204	-						0.00
Account No.							
GE Capital P.O. Box 740441 Atlanta, GA 30374	-						0.00
Account No.							
Genco Services, Inc. P.O. Box 720130 Mcallen, TX 78504	-						0.00
Account No.							
General Machine 97 CR 150, Airport Road P.O. Box 1024 Breckenridge, TX 76424	-						0.00
Account No.							
Geo-Grafx, Inc. 4400 Post Oak Parkway Suite 2370 Houston, TX 77027	-						0.00
Sheet no. 57 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Geomap Company 1100 Geomap Lane Plano, TX 75074		-				0.00
Account No.						
George R. Burke, Jr. Fam Pship Elizabeth Taylor, Man. Partner 1203 Country Club Dr. Midland, TX 79701		-				0.00
Account No.						
Georgian B. Best P.O. Box 1137 Running Springs, CA 92382		-				0.00
Account No.						
Gilbert A. Nelson 13400 FM 2853 Palacios, TX 77465		-				0.00
Account No.						
GLO of the State of Texas Oil & Gas Division 1700 N. Congress Avenue Austin, TX 78701		-				0.00
Sheet no. 58 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Global Computer Supplies C/O SYX Services P.O. Box 440939 Miami, FL 33144	-						0.00
Account No.							
Global Tower Partners C/O BankAtlantic P.O. Box 8312 Fort Lauderdale, FL 33310	-						350.00
Account No.							
GlobeNewswire Lockbox 40200 P.O. Box 8500 Philadelphia, PA 19178	-						0.00
Account No.							
Gold King Energy Partners I, LP 910 Louisiana St. Suite 5030 Houston, TX 77002	-						0.00
Account No.							
Grace L. Pierce 2245 Dryden Houston, TX 77030	-						0.00
Sheet no. 59 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							350.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Greene County Recorders Office 1 Main Street, Room 120 Bloomfield, IN 47424	-						0.00
Account No.							
Greene's Energy Group PO Box 676263 Dallas, TX 75267-6263	-						0.00
Account No.							
Gregory Lee Vasquez 101 Ridgecrest Dr. Aledo, TX 76008	-						0.00
Account No.							
Grey Wolf Drilling Co., LP Box 4346 Dept. 504 Houston, TX 77210-4346	-						0.00
Account No.							
GT Oilfield Repair, Inc. P.O. Box 595 Edna, TX 77957	-						0.00
Sheet no. 60 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Gulf Coast Lease Service P.O. Box 1541 El Campo, TX 77437	-						0.00
Account No.							
Gulf Coast Records, LLC 887 Glenchester St. Houston, TX 77079	-						0.00
Account No.							
Gulf Coast Wireline Services P.O. Box 5781 Kingsville, TX 78364	-						0.00
Account No.							
Gus Blass, II c/o Gilford Securities, Inc. 132 Main St., Suite11 Westhampton Beach, NY 11978	-						0.00
Account No.							
Gusrea, Kaplan & Bruno Nusbaum, PLCC	-						0.00
Sheet no. <u>61</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Guy Robert Beckham P.O. Box 739 Abilene, TX 79604	-					0.00
Account No.						
Gwen Wall 405 Nooona Dr. Waxahachie, TX 75165	-					0.00
Account No.						
Hale Lane Attorneys 5441 Kietzke Lane Second Floor Reno, NV 89511	-					0.00
Account No.						
Haliburton Energy Services, Inc. P.O. Box 203143 Houston, TX 77216	-					0.00
Account No.						
Hamman Swabbing Services, Inc. P.O. Box 615 El Campo, TX 77437	-					0.00
Sheet no. 62 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Harris County Tax Assessor Paul Bettencourt P.O. Box 4089 Houston, TX 77210		-				0.00
Account No.						
Heather Alexander 11920 Lakewood West Dr. Cypress, TX 77429		-				0.00
Account No.						
Heatley Surveying P.O. Box 1 Breckenridge, TX 76424		-				0.00
Account No.						
Heffelfinger Heirs Wells Fargo Bank P.O. Box 5383 Denver, CO 80217		-				0.00
Account No.						
Helen A. Brown-Kay 706 W. Center St. Kyle, TX 78640		-				0.00
Sheet no. 63 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Henry Lee Caldwell 2225 South Danville Suite 3 Abilene, TX 79605	-					0.00
Account No.						
HHC Exploration, Inc. F/A/O Harry H. Cullen P.O. Box 3331 Houston, TX 77253	-					0.00
Account No.						
Hilda Elliot Trust C/O Davidson Trust Co. P.O. Box 2309 Great Falls, MT 59403	-					0.00
Account No.						
Hilda L. Elliott Trust c/o Farmers National Co. P.O. Box 3480 Oil & Gas Dept. Omaha, NE 68103	-					0.00
Account No.						
Holland Dozers P.O. Box 266 Moran, TX 76464	-					0.00
Sheet no. 64 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Holly Huber 2234 Ridgewood Dr. West Columbia, TX 77486	-						0.00
Account No.							
Holmes Measurement & Equipment 1306 W. Dyer St. Breckenridge, TX 76424	-						0.00
Account No.							
Hometown Brand Center 301 East Walker Street Breckenridge, TX 76424	-						0.00
Account No.							
Horizon Hotshot P.O. Box 3247 Victoria, TX 77903	-						0.00
Account No.							
Houston Oil & Gas Co., Inc. P.O. Box 973 Montgomery, TX 77356	-						0.00
Sheet no. 65 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Howe Excavation 5827 CR 120 Clyde, TX 79510		-				4,350.00
Account No.						
IB Services, Inc. P.O. Box 1235 Pinehurst, TX 77362		-				0.00
Account No.						
ICE Systems, Inc. P.O. Box 11126 Hauppauge, NY 11788		-				0.00
Account No.						
IHS Global, Inc. Department 142 Denver, CO 80271		-				0.00
Account No.						
IndemCo 777 Post Oak Blvd. Suite 330 Houston, TX 77056		-				0.00
Sheet no. 66 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						4,350.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Indiana Geological Truck Publication Sales 611 N. Walnut Grove Bloomington, IN 47405		-				0.00
Account No.						
Industrial Lift Truck 2389 Mementum Place Chicago, IL 60689		-				0.00
Account No.						
Ingram Concrete, LLC P.O. Box 841556 Dallas, TX 75284		-				3,556.51
Account No.						
Integrated Production Services P.O. Box 201934 Dallas, TX 75320		-				0.00
Account No.						
Ironwood Oak Properties, LLC 25438 Malibu Road Malibu, CA 90265		-				0.00
Sheet no. 67 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,556.51

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
J & H Lease & Welding Service P.O. Box 247 Sheridan, TX 77475	-						0.00
Account No.							
J & J Oilfield Electric Co. 405 East Walker Breckenridge, TX 76424	-						58,111.30
Account No.							
J W Wireline Company Lockbox 970490 Dallas, TX 75397	-						0.00
Account No.							
J&P Oil & Gas, Inc. Jim Wheeler P.O. Box 6731 Corpus Christi, TX 78466	-						0.00
Account No.							
J-W Operating Company PO Box 970490 Dallas, TX 75397	-						0.00
Sheet no. 68 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							58,111.30

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
J. Ferguson Water Well Drlg P.O. Box 1007 Edna, TX 77957	-						0.00
Account No.							
J. L. McClymond P.O. Box 1209 Breckenridge, TX 76424	-						0.00
Account No.							
J.E. Pierce Harris Address Unavailable	-						0.00
Account No.							
J.G. Stone Oil Properties, Inc. 3606-C John Stockbauer Dr. Victoria, TX 77904	-						0.00
Account No.							
J.N. Browning Oil Co., Inc. 512 East Walker Breckenridge, TX 76424	-						964.22
Sheet no. 69 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							964.22

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Jackson Walker, LLP P.O. Box 130989 Dallas, TX 75313		-				0.00
Account No.						
Jade Wade Heffelfinger Wells Fargo Bank P.O. Box 5383 Denver, CO 80217		-				0.00
Account No.						
James B. Abney, Jr. 32 Terravale Ct. The Woodlands, TX 77381		-				0.00
Account No.						
James Denny 233 South Wacker Dr. Sears Tower, Suite 8670 Chicago, IL 60696		-				0.00
Account No.						
James G. Stone, Jr. P.O. Box 185 Lolita, TX 77971		-				0.00
Sheet no. 70 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
James M. Denny 233 South Wacker Dr. Sears Tower, Suite 8670 Chicago, IL 60696	-						0.00
Account No.							
James Robert Beckham P.O. Box 520 Abilene, TX 79604	-						0.00
Account No.							
James Travis Robbins 2 Nandina Drive Greensboro, NC 27455	-						0.00
Account No.							
James W. Reid 502 FM 576 W. Breckenridge, TX 76424	-						0.00
Account No.							
Janice Sturgill 10220 Lexi Ct. Oklahoma City, OK 73130	-						0.00
Sheet no. 71 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
January Crockett-Knoke PMB 331 7910 Ivanhoe Ave. La Jolla, CA 92037	-						0.00
Account No.							
Jay R. Garner 1529 Live Oak Dr. Inez, TX 77968	-						0.00
Account No.							
JD Minerals NPRI PO Box 1520 Palestine, TX 75902-1520	-						0.00
Account No.							
Jeanette Allday Thomas 316 Greenway Lane Richmond, VA 23226	-						0.00
Account No.							
Jeanette Johns Dowhanick P.O. Box 350813 Palm Coast, FL 32135	-						0.00
Sheet no. 72 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Jeanine Pierce Steber 433 Orsett St. Chula Vista, CA 91911	-					0.00
Account No.						
Jeanne W. Fort 246 Belden Place Munster, IN 46321	-					0.00
Account No.						
Jefferies Finance, LLC 520 Madison Ave. New York, NY 10022	-					0.00
Account No.						
Jen Wade Heffelfinger Wells Fargo Bank P.O. Box 5383 Denver, CO 80217	-					0.00
Account No.						
Jennifer Fabian Isaac c/o Echo Rock Ventures P.O. Box 3026 Auburn, CA 95604	-					0.00
Sheet no. 73 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Jerome W. Robinson 13426 Ravens CawDr. Cypress, TX 77429	-						0.00
Account No.							
Jet Maintenance, Inc. P.O. Box 5026 Victoria, TX 77903	-						0.00
Account No.							
JGS Texas, Ltd. 3606-C John Stockbauer Dr. Victoria, TX 77904	-						0.00
Account No.							
JGS Texas, Ltd. 3606-C John Stockbauer Dr. Victoria, TX 77904	-						0.00
Account No.							
JLM Enterprises 118 Elaine St.	-						0.00
Sheet no. 74 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Jo Ellen McDonald 636 Pacific Ave. Shafter, CA 93263		-					0.00
Account No.							
Joalice Buckler Rev. Trust c/o Bessemer Trust Co., N.A. 630 Fifth Ave. New York, NY 10111		-					0.00
Account No.							
Joan Krouse 1901 Pemberton Dr. Fort Wayne, IN 46805		-					0.00
Account No.							
Joanna Scott Hennessy		-					0.00
Account No.							
Joe Barker P.O. Box 614 Graham, TX 76450		-					0.00
Sheet no. 75 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
John A. & Virginia K. Wright #3 Trafalgar Square Abilene, TX 79605	-						0.00
Account No.							
John Clifton Caldwell P.O. Box 2800 Albany, TX 76430	-						0.00
Account No.							
John E. Taylor 156 Lake Shore Dr. Newnan, GA 30265	-						0.00
Account No.							
John Findra 11 Hanford Pl. Tarrytown, NY 10591	-						0.00
Account No.							
John Glowka, Oil & Gas Drilling Consultant P.O. Box 608 Woodsboro, TX 78393	-						0.00
Sheet no. 76 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Jos N. Turtle Trust 132 Main St., Suite 11 Westhampton Beach, NY 11978	-					0.00
Account No.						
Joseph A. Lobstein 11 Water District Road 214 Breckenridge, TX 76424	-					0.00
Account No.						
Joyce Arlene Glade 20 Rollingwood Dr. Space 206 Jackson, CA 95642	-					0.00
Account No.						
Jsaon A. Potts 3845 Bandera Ranch Rd. Roanoke, TX 76262	-					0.00
Account No.						
JSE Investments, Ltd. 3606-C John Stockbauer Dr. Victoria, TX 77904	-					0.00
Sheet no. 78 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Judy Fern Horton P.O. Box 514 Crestline, CA 92325	-					0.00
Account No.						
June Stone 3606-C John Stockbauer Victoria, TX 77904	-					0.00
Account No.						
JVL Global Energy (QP) LP c/o Kelly W. Loyd JVL Advisors LLC 10000 Memorial Dr., Suite 550 Houston, TX 77024	-					0.00
Account No.						
K-3 Services P.O. Box 2236 Alvin, TX 77512	-					0.00
Account No.						
K-C Lease Service, Inc P.O. Box 428 Louise, TX 77455	-					0.00
Sheet no. 79 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
K. Paul Taylor 3201 Pitt NE Albuquerque, NM 87111	-					0.00
Account No.						
Kane Environmental Engineering 5307 Oakdale Creek Court Spring, TX 77379	-					0.00
Account No.						
Karen Anne McDonald 2225 Prestonwood Dr. Arlington, TX 76012	-					0.00
Account No.						
Karen Spence 3530 Sleepy Hollow Amarillo, TX 79121	-					0.00
Account No.						
Katherine A. Paulson 1307 Althea Houston, TX 77018	-					0.00
Sheet no. 80 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Kathleen Burke 4103 Fawnridge San Antonio, TX 78229	-					0.00
Account No.						
Kathryn Degroat 112 35th Square SW Vero Beach, FL 32968	-					0.00
Account No.						
Kathy Lee Miller P.O. Box 98 Ellinger, TX 78938	-					0.00
Account No.						
Kay M. Sewell 3000 Marigold Trail Norman, OK 73072	-					0.00
Account No.						
Kay Nicolaisen 1720 Ranch Road 12 Apt. D-223 San Marcos, TX 78666	-					0.00
Sheet no. <u>81</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
King Appliance Co., Inc. 1428 Hwy. 180 East Breckenridge, TX 76424	-					0.00
Account No.						
Kirkwood & Darby, Inc. 307 W. 7th Street, Ste. 1110 Fort Worth, TX 76102	-					0.00
Account No.						
KJ Company 502 FM 576W Breckenridge, TX 76424	-					0.00
Account No.						
KJ Hotshot LLC P.O. Box 304 Breckenridge, TX 76424	-					1,618.55
Account No.						
Klein Football Booster Club 6605 Cypresswood Dr., Ste 250 Spring, TX 77379	-					0.00
Sheet no. 83 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,618.55

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Knowledge Reservoir, LLC P.O. Box 676822 Dallas, TX 75267		-				0.00
Account No.						
Knox County Recorder's Office 111 North Seventh Street Suite 2 Vincennes, IN 47591		-				0.00
Account No.						
Knox Oil Field Supply, Inc. P.O. Box 60065 San Angelo, TX 76906		-				0.00
Account No.						
Kokomo Drilling, LLC P.O. Box 1200 Bridgeport, TX 76426		-				0.00
Account No.						
Kuhn Crane Service, Inc. P.O. Box 10304 Corpus Christi, TX 78460		-				0.00
Sheet no. 84 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Lacy W. Rasberry Agency Wells Fargo Bank O&G Admin P.O. Box 5383 Denver, CO 80217		-					0.00
Account No. Lacy Winston Rasberry 1344 Community Pond Rd. Eastover, SC 29044		-					0.00
Account No. Laguna Rig Service, Inc. P.O. Box 4044 Victoria, TX 77903		-					0.00
Account No. Lanelle Knight Lee Elizabeth Wheeler Trustee 5 London Lane Breckenridge, TX 76424		-					0.00
Account No. Larry Jackson McMahan John Laighlin Receiver/Trustee P.O. Box 664 Bay City, TX 77414		-					0.00
Sheet no. 85 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;">Subtotal (Total of this page)</div>							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Laser Wash Box 232 Coleman, TX 76834	-					36.00
Account No. Lasser, Inc. 2312 NE Loop 820 Suite A Fort Worth, TX 76112	-					0.00
Account No. Latrell S. Herrera 1508 W. Callagan St. Fort Stockton, TX 79735	-					0.00
Account No. Laura Greenwood 14900 N. Penn #731 Oklahoma City, OK 73134	-					0.00
Account No. Laura Lazarus 1012 Pine Branch Ct. Weston, FL 33326	-					0.00
Sheet no. 86 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						36.00
Subtotal (Total of this page)						36.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Laura Vassallo-Lee 6319 Concho Bay Dr. Houston, TX 77041	-					0.00
Account No.						
Laurie Lopez 16010 Rudgewick Ln. Spring, TX 77379	-					0.00
Account No.						
Lee Edward Pierce P.O. Box 638 Blessing, TX 77419	-					0.00
Account No.						
Lee Hall Pierce P.O. Box 275 Blessing, TX 77419	-					0.00
Account No.						
Leland Fikes Foundation, Inc. 500 N. Akard Suite 1900 Dallas, TX 75201	-					0.00
Sheet no. 87 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Leslie M. Thomas 661 Westwood Dr. Abilene, TX 79603	-					0.00
Account No.						
Libertas Partners	-					0.00
Account No.						
Linda Nelson Miculka 3205 Myatt Ln. El Campo, TX 77437	-					0.00
Account No.						
Linda Ruth Ebeling, CPL P.O. Box 20827 Houston, TX 77225	-					0.00
Account No.						
Lindsey A. Thompson P.O. Box 807 Bay City, TX 77404	-					0.00
Sheet no. 88 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Lisa E. Eckols P.O. Box 1597 Breckenridge, TX 76424	-					0.00
Account No.						
LNS Associates 35-49 38th Street Long Island City, NY 11101	-					0.00
Account No.						
Lodge at Kingwood	-					0.00
Account No.						
Lone Star Services P.O. Box 84 Breckenridge, TX 76424	-					0.00
Account No.						
Loomis International, Inc. P.O. Box 41170 Houston, TX 77241	-					0.00
Sheet no. 89 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Loretta Diamond 13 East Gate Lane East Setauket, NY 11733	-					0.00
Account No.						
Lost Creek Energy, LP 341 King St., Suite D Charleston, SC 29401	-					0.00
Account No.						
Louis P. Buck c/o Gilford Securities, Inc. 132 Main St. Suite 11 Westhampton Beach, NY 11978	-					0.00
Account No.						
Louisa Ramsay 69 Pimlico Rd. London SW1W8NE	-					0.00
Account No.						
Louise Detmold 21 Park Terrace Dr. Saint Augustine, FL 32080	-					0.00
Sheet no. 90 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Lousiana Transportation, Inc. P.O. Box 712934 Cincinnati, OH 45271	-					0.00
Account No.						
Lowenstein, Sandler	-					0.00
Account No.						
Luceile Wilkerson P.O. Box 1175 Bay City, TX 77404	-					0.00
Account No.						
Lucille E. Benson 32200 SW French Prairie Dr. #D209 Wilsonville, OR 97070	-					0.00
Account No.						
Lufkin Industries, Inc. P.O. Box 201331 Houston, TX 77216	-					0.00
Sheet no. 91 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Lynda H. Pena, Inc. 6145 St. Denis Corpus Christi, TX 78414	-					0.00	
Account No. Lynn Beckham Marderosian Trust Attn: Bob Beckham P.O. Box 739 Montgomery, TX 77356	-					0.00	
Account No. Lyon Beckham Marderosian Trust Attn: Bob Beckham P.O. Box 739 Abilene, TX 79604	-					0.00	
Account No. M & M Gravel Sales, Inc. P.O. Box 1599 El Campo, TX 77437	-					0.00	
Account No. M W Rentals & Services, Inc. 4002 U.S. Hwy 59 North Victoria, TX 77905	-					0.00	
Sheet no. 92 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00	

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Margaret Johnson McCurdy Estate 2525 Ridgmar Blvd., Room 300 Fort Worth, TX 76116	-					0.00
Account No.						
Margie K. Woods 112 Marina Dr. Bullard, TX 75757	-					0.00
Account No.						
Maripa, Ltd. 4625 Greenville Ave. Suite 302 Dallas, TX 75206	-					0.00
Account No.						
Marjorie Kirtley Inov & Indep Exe - Account # 46-888-6 P.O. Box 540 Graham, TX 76450	-					0.00
Account No.						
Mark Lazarus 600 Croton Ave. Cortlandt Manor, NY 10567	-					0.00
Sheet no. 94 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Marsillo Limousine P.O. Box 1720 Madison Square Station New York, NY 10159	-					0.00
Account No.						
Martha Rugeley Bachman Trustee P.O. Box 904 Bay City, TX 77404	-					0.00
Account No.						
Martin-Decker Totco P.O. Box 201153 Dallas, TX 75320	-					0.00
Account No.						
Mary Eleanor Denny	-					0.00
Account No.						
Mary Eleanor Denny Kerrington 1055 Farrington Post Pittsboro, NC 27312	-					0.00
Sheet no. 95 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
McMahan Welding Service, Ltd. 269 U.S. Hwy 183 South Cuero, TX 77954	-					0.00
Account No.						
Meadowbrook Opportunity Fund, LLC 132 Main Street, Suite 11 Westhampton Beach, NY 11978	-					0.00
Account No.						
MEC 1986, Ltd. 1021 Main St. Suite 1430 Houston, TX 77002	-					0.00
Account No.						
Mellinger Oilfield Trucking P.O. Box 60004 Corpus Christi, TX 78466	-					0.00
Account No.						
Melody J. Tomlinson 841 W. 12th St. Fayetteville, AR 72701	-					0.00
Sheet no. 98 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Melvin Klotzman Petroleum Consultants P.O. Box 3723 Victoria, TX 77903	-					0.00
Account No.						
Mexia Holdings, LP 4993 N. Illinois #130 Olney, IL 62450	-					0.00
Account No.						
MI SWACO P.O. Box 200132 Dallas, TX 75320	-					0.00
Account No.						
Michael C. Foran 200 Lamont San Antonio, TX 78209	-					0.00
Account No.						
Michael E. Pierce, Jr. P.O. Box 791 Edna, TX 77957	-					0.00
Sheet no. 99 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Michael L. Lockhart 1217 W. Dyer Street Moran, TX 76464	-					0.00
Account No.						
Michael W. Tate P.O. Box 7912 Horseshoe Bay, TX 78657	-					0.00
Account No.						
Midwestern Vacuum Truck Co. P.O. Box 908 Snyder, TX 79550	-					0.00
Account No.						
Milamore P.O. box 1309 El Campo, TX 77437	-					0.00
Account No.						
Miller Consulting Inc. 1000 West Avenue Austin, TX 78701-2019	-					0.00
Sheet no. <u>100</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Milton Dressner 28777 Northwestern Hwy. Ste. 100 Southfield, MI 48034	-					0.00
Account No.						
Minneapolis Soc. of Fine Arts 2400 Third Ave. South Minneapolis, MN 55404	-					0.00
Account No.						
Mire & Associates, Inc. 1927 Hillgreen Drive Katy, TX 77494	-					0.00
Account No.						
Mobil Producing TX & NM, Inc. P.O. Box 951027 Dallas, TX 75395	-					0.00
Account No.						
Mobile Oilfield Trucking, Inc. 914 Taos Drive Victoria, TX 77904	-					0.00
Sheet no. <u>101</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Mobile Operating, LLC 164 St. Francis Street Suite 205 Mobile, AL 36602		-				0.00
Account No.						
Mollie Sue George Calkins 2645 St. Ann Butte, MT 59701		-				0.00
Account No.						
Molly Caldwell Cline 9 Woodhaven Circle Abilene, TX 79605		-				0.00
Account No.						
Monarch Resources, LLC P.O. Box 720070 Oklahoma City, OK 73172		-				0.00
Account No.						
Moody's Investors Service P.O. Box 102597 Atlanta, GA 30368		-				0.00
Sheet no. <u>102</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.							
My Office Products P.O. Box 306003 Nashville, TN 37230	-						0.00
Account No.							
Mya S. Ebeling 5203 Emil Amarillo, TX 79106	-						0.00
Account No.							
Mya Swanson Ebeling Trust Mya S. Ebeling, Trustee 5203 Emil Amarillo, TX 79106	-						0.00
Account No.							
Nabors Well Services, Ltd. P.O. Box 973510 Dallas, TX 75397	-						0.00
Account No.							
Nail Automation P.O. Box 72 Snyder, TX 79550	-						0.00
Sheet no. 103 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							0.00
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Nancy B. Capra 341 CR 332 Abilene, TX 79606	-					0.00
Account No.						
Nancy Lee Jones 5719 W. Stockhome Ln. Dunnellon, FL 34433	-					0.00
Account No.						
Nancy W. Swindler Wells Fargo Bank O&G Admin P.O. Box 5383 Denver, CO 80217	-					0.00
Account No.						
Nancy Winston Swindler 209 Alta Vista Rd. Columbia, SC 29203	-					0.00
Account No.						
Nannie Marie Griffith Cherie L. Nunn, Attny in Fact 404 Armstrong St. Oklahoma City, OK 73160	-					0.00
Sheet no. 104 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
O. H. Reaugh 304 N. Harding Breckenridge, TX 76424		-				0.00
Account No.						
O.J. Rental, Inc. P.O. Box 9314 Corpus Christi, TX 78469		-				0.00
Account No.						
O.T.T.S. P.O. Box 707 Breckenridge, TX 76424		-				170.00
Account No.						
Odessa Pumps & Equipment P.O. Box 69637 Odessa, TX 79769		-				0.00
Account No.						
Oil & Gas Information Systems 6500 West Freeway Suite 925 Fort Worth, TX 76116		-				0.00
Sheet no. <u>108</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						170.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Oil and Gas Investor P.O. Box 5801 Harlan, IA 51593	-					0.00
Account No.						
Olive Stanfill 416 NW 40th St. Oklahoma City, OK 73118	-					0.00
Account No.						
Ozarka P.O. Box 856680 Louisville, KY 40285	-					0.00
Account No.						
P.G. Luhn, Inc. c/o C.F. Brown, Jr. 112 Cascades Ln. Saint Simons Island, GA 31522	-					0.00
Account No.						
P.L.P.S., Inc. P.O. Box 56787 Houston, TX 77256	-					0.00
Sheet no. <u>109</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Padre Tubular Inc PO Box 189 Corpus Christi, TX 78403-0189	-					0.00
Account No. PAETEC P.O. Box 3243 Milwaukee, WI 53201	-					0.00
Account No. Palacios Abstract & Title 1012 First Street Palacios, TX 77465	-					0.00
Account No. Palacios ISD Tax Office Rebecca S. Garza, Tax Assessor 1209 12th Street Palacios, TX 77465	-					0.00
Account No. Pamela Hill 765 Aurora Dr. El Centro, CA 92243	-					0.00
Sheet no. 110 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Parker Energy Company P.O. Box 1593 Breckenridge, TX 76424	-					0.00
Account No.						
Parkman Whaling, LLC	-					0.00
Account No.						
Pason Systems USA Corp. 16100 Table Mountain Parkway Suite 100 Golden, CO 80403	-					0.00
Account No.						
Pate's Hardware 808 E. Central Comanche, TX 76442	-					0.00
Account No.						
Patricia Lynn McDonald Ardeel 90 Brookgreen Cr. N Montgomery, TX 77356	-					0.00
Sheet no. <u>111</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Patricia Nelson Simpson P.O. Box 954 Johnson City, TX 78636	-					0.00
Account No.						
Patricia Powell 303 Woodridge Dr. Victoria, TX 77904	-					0.00
Account No.						
Patrick H. McGarey 4647 Ingersoll Street Houston, TX 77027	-					0.00
Account No.						
Patriot OilField Services, LLC P.O. Box 65 Louise, TX 77455	-					0.00
Account No.						
Patsy Miller 4810 Avenue Q Galveston, TX 77551	-					0.00
Sheet no. <u>112</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Permian Trucking & Hot Shot P.O. Box 11 Gardendale, TX 79758	-					0.00
Account No.						
Peter E. Bacon 54 Winthrop Harbour South Breckenridge, TX 76424	-					0.00
Account No.						
Petro Amigos Supply, Inc. 757 N. Eldridge Pkwy, Suite 50 Houston, TX 77079	-					0.00
Account No.						
Petroleum Club of Houston 800 Bell Street 43rd Floor Houston, TX 77002	-					0.00
Account No.						
Petroleum PLC, Energy South P.O. Box 708902 San Antonio, TX 78270	-					0.00
Sheet no. <u>114</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Phil Frey Trustee Phil Frey Living Trust of 3/20/96 4105 NE Rigel S. Cove Way Jensen Beach, FL 34957	-						0.00
Account No.							
Philco Tubing Testers, Inc. P.O. Box 1699 Breckenridge, TX 76424	-						1,427.84
Account No.							
Philip Sterling 1100 Trinity Trail Fort Worth, TX 76131	-						0.00
Account No.							
Piemont Consulting, Inc. 327 Dahlonga Road Cumming, GA 30040	-						0.00
Account No.							
Pioneer Oilfield Trucking Inc. PO Box 5774 Victoria, TX 77903	-						0.00
Sheet no. <u>115</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							1,427.84

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E	D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Pitney Bowes Purchase Power P.O. Box 856042 Louisville, KY 40285-6042			-					0.00
Account No. Platts P.O. Box 848093 Dallas, TX 75284			-					0.00
Account No. PLS P.O. Box 4987 Houston, TX 77210			-					0.00
Account No. Postmaster 1530 Greens Mark Drive Houston, TX 77067			-					0.00
Account No. Pradon Construction & Trucking 2100 West 83rd Odessa, TX 79764			-					0.00
Sheet no. <u> 116 </u> of <u> 161 </u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)				0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Precision Energy Services Inc. PO Box 200698 Dallas, TX 75320-0698		-				0.00
Account No.						
Prehn & McBath, P.C. 615 Upper N. Broadway Suite 1020 Corpus Christi, TX 78477		-				0.00
Account No.						
Presley Reed C/O Gilford Securities Inc. 132 Main Street, Suite 11 Westhampton Beach, NY 11978		-				0.00
Account No.						
Pressler Pet. Consultants 500 Dallas Suite 2920 Houston, TX 77002		-				0.00
Account No.						
Prime Newswire, Inc. 5200 W. Century Blvd. Suite 470 Los Angeles, CA 90045		-				0.00
Sheet no. <u>117</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEB TOR	H W J C	Husband, Wife, Joint, or Community	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Randal B. McDonald, Jr. 28622 Post Oak Run Magnolia, TX 77355	-						0.00
Account No.							
Rathole Drilling, Inc. P.O. Box 389 Alice, TX 78333	-						0.00
Account No.							
Rave Energy, Inc. 910 Louisiana St. Suite 5030 Houston, TX 77002	-						0.00
Account No.							
Raydon, Inc. P.O. Box 671 300 F.M. 3099 N. Breckenridge, TX 76424	-						0.00
Account No.							
RDS Oilfield Supply P.O. Box 157 Telferner, TX 77988	-						0.00
Subtotal (Total of this page)							0.00

Sheet no. 120 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Reagle Air 3016 W. Walker St. Breckenridge, TX 76424	-					0.00
Account No.						
Regina Robbins, Trustee of the TX Sarah Ellis Family Trust 903 Mistletoe Breckenridge, TX 76424	-					0.00
Account No.						
REM Torque Test, Inc. 23 Hamble Road Yoakum, TX 77995	-					0.00
Account No.						
Rex Energy I, LLC 476 Rolling Ridge Drive Suite 300 State College, PA 16801	-					0.00
Account No.						
Rex McCord Welding Service 4424 FM 234 N. Edna, TX 77957	-					0.00
Sheet no. <u>121</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Rhame Pump Repair & Supply P.O. Box 358 Pearland, TX 77588	-					0.00
Account No.						
Richard A. Crenshaw 104 South Wilson Breckenridge, TX 76424	-					0.00
Account No.						
Richard B. Hemingway P.O. Box 131167 Houston, TX 77219	-					0.00
Account No.						
Richard Cohen 100 E. Hrtsdle Ave. 61E Hartsdale, NY 10530	-					0.00
Account No.						
Richard Don Yeamans 2828 N. West Holcombe Blvd. Unit N Houston, TX 77025	-					0.00
Sheet no. <u>122</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B R O W N	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Richard G. Fabian c/o Echo Rock Ventures P.O. Box 3026 Auburn, CA 95604	-						0.00
Account No. Richard Hemingway P.O. Box 131167 Houston, TX 77219	-						0.00
Account No. Richard M. Gibson 204 Bell Downs Dr. Lafayette, LA 70506	-						0.00
Account No. Rick D. Graff 169 County Road 346 El Campo, TX 77437	-						0.00
Account No. Ridgeway's Houston P.O. Box 299108 Houston, TX 77002	-						0.00
Sheet no. 123 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Rig Runner's, Inc. P.O. Box 24279 Houston, TX 77229	-					0.00
Account No.						
Riskd Revenue Energy Assoc. 2111 Driscoll St. Houston, TX 77019	-					0.00
Account No.						
Robert B. Lewis, Jr. P.O. Box 1064	-					0.00
Account No.						
Robert J. Wilkerson, Jr. & Peggy Wilkerson 2021 Avenue G Bay City, TX 77414	-					0.00
Account No.						
Robert Madison Brown 706 W. Center St. Kyle, TX 78640	-					0.00
Sheet no. <u>124</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Robert Zellers Independent Drilling Consultant 3505 N. 28 1/2 St. Mcallen, TX 78501	-						0.00
Account No.							
Roberta G. Isensee 2820 Brookwood Terrace Minneapolis, MN 55410	-						0.00
Account No.							
Roberts Tire & Auto 701 W. Walker Breckenridge, TX 76424	-						0.00
Account No.							
Robro Royalty Partners, Ltd. P.O. Box 141638 Austin, TX 78717	-						0.00
Account No.							
Roger Scheuermann 13614 Mierwood Manor Dr. Cypress, TX 77429	-						0.00
Sheet no. 125 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Ronald Degroat 2940 Dupont St. Eustis, FL 32726	-					0.00
Account No.						
Ronald Kent Thompson 5 Chaparral Lane Breckenridge, TX 76424	-					0.00
Account No.						
Royal Office Products P.O. Box 2403 Bedford Park, IL 60499	-					0.00
Account No.						
RPS Scotia 4849 Greenville Avenue Suite 1150 Dallas, TX 75206	-					0.00
Account No.						
Ruby Lee Davis Estate Bank of America, N.A. P.O. Box 840738 Dallas, TX 75284	-					0.00
Sheet no. 126 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Ruby Schmidt Trust Elizabeth Wheeler Trustee 5 London Lane Breckenridge, TX 76424	-					0.00
Account No.						
Russell & Juanita Matthes 2100 Mathews Bay City, TX 77414	-					0.00
Account No.						
Russell Scott, Jr. Living Trust Houston Trust Co., Trustee 1001 Fannin St. Suite 700 Houston, TX 77002	-					0.00
Account No.						
Ruth Harrison Pierce Box 517 Blessing, TX 77419	-					0.00
Account No.						
Ryan Services, Inc. P.O. Box 348 El Campo, TX 77437	-					0.00
Sheet no. <u>127</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. S. Scott Richards 6002 Pin Oak Place Spring, TX 77379	-					0.00
Account No. Sadler Law Firm, LLP 1900 West Loop South Suite 1400 Houston, TX 77027	-					0.00
Account No. Sally Jeanette Pierce P.O. Box 517 Blessing, TX 77419	-					0.00
Account No. Salta Pipe Co., Inc. P.O. Box 3879 Abilene, TX 79604	-					0.00
Account No. Sam Richard Hill, Trustee S.R. & M.L. Hill Family2004 P.O. Box 5493 Sonora, CA 95371	-					0.00
Sheet no. 128 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Schulmberger Technology Corp. P.O. Box 201556 Houston, TX 77216		-				0.00
Account No.						
Schuster & Murry, P.C. 615 N. Upper Broadway MSC 37 Suite 920 Corpus Christi, TX 78477		-				0.00
Account No.						
Scomi Oiltools, Inc. 521 N. Sam Houston Parkway E Suite 300 Houston, TX 77060		-				0.00
Account No.						
Scopelitis, Garvin, Light & Hanson PC 10 W. Market St., Suite 1500 Indianapolis, IN 46204		-				0.00
Account No.						
Scott, Douglas & McConnico, LLP One American Center 600 Congress Avenue 15th Floor Austin, TX 78701		-				0.00
Sheet no. <u>130</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Seifert Welding & Construction P.O. Box 247 Bay City, TX 77404		-				0.00
Account No.						
Seismic Micro-Technology, Inc. Dept 2327 P.O. Box 122327 Dallas, TX 75312		-				0.00
Account No.						
Sentry Technologies, Inc. P.O. Box 772258 Houston, TX 77215		-				75.78
Account No.						
Shack Acidizing P.O. Box 655 Albany, TX 76430		-				7,870.98
Account No.						
Shamrock Testers 11777 Katy Freeway Suite 570 Houston, TX 77079		-				0.00
Sheet no. <u>131</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						7,946.76

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Sheffoil, LLC 3801 Palomar Lane Austin, TX 78727	-					0.00
Account No.						
Shekinah Oilfield Services 315 NE Lane P.O. Box 452 Albany, TX 76430	-					454.65
Account No.						
Shirley Smith Rodgers 204 North Bay Dr. Bullard, TX 75757	-					0.00
Account No.						
Shiver's Enterprises, Inc. P.O. Box 357 Hull, TX 77564	-					0.00
Account No.						
Sidney J. Troan 3350 Saratoga Lake Havasu City, AZ 86406	-					0.00
Sheet no. <u>132</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						454.65

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Smalley Drilling & Trucking Co. P.O. Box 386 Albany, TX 76430		-					0.00
Account No. Smart Oilfield Service, Inc. P.O. Box 3002 Liberty, TX 77575		-					0.00
Account No. Smith International Inc. P.O. Box 200760 Dallas, TX 75320-0760		-					0.00
Account No. Smith Tire Service 2334 Hwy 180 East Breckenridge, TX 76424		-					0.00
Account No. Smith Welding & Trucking, LLC P.O. Box 171 Glen Flora, TX 77443		-					0.00
Sheet no. <u>134</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 0.00

Case No. 09-36291

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Spur Trucking P.O. Box 10512 Corpus Christi, TX 78460		-				0.00
Account No.						
Stable Drill Dept. 2162 P.O. Box 122162 Dallas, TX 75312		-				0.00
Account No.						
Stacy Germaine Wolf 483 FM 2581 Windthorst, TX 76389		-				0.00
Account No.						
Stacy Jo Alice Buckler Estate c/o Trey Willet Hawkins 6203 Eastridge Dr. Shreveport, LA 71106		-				0.00
Account No.						
Standard & Poor's 2542 Collection Center Dr. Chicago, IL 60693		-				0.00
Sheet no. <u>136</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Stanford S. Warshawsky 745 Fifth Ave. 31st Floor New York, NY 10151	-					0.00
Account No.						
States Royalty Ltd Partnership P.O. Box 911 Breckenridge, TX 76424	-					0.00
Account No.						
Statex Petroleum I, LP P.O. Box 797545 Dallas, TX 75379	-					0.00
Account No.						
Statis Investments, Ltd. 500 N. Akard, Suite 1900 Dallas, TX 75201	-					0.00
Account No.						
Stephen M. Heffelfinger, CS Trust TX Wells Fargo Bank, NA as Agent P.O. Box 5383 Denver, CO 80217	-					0.00
Sheet no. <u>137</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Stephens Regional SUD P.O. Box 1621 Breckenridge, TX 76424	-					0.00
Account No.						
Steven Beckham 310 Pitchfork Ln. Canyon, TX 79015	-					0.00
Account No.						
Steven M. Covey 34 Sandalwood Dr. Houston, TX 77024	-					0.00
Account No.						
STI Communications 605 S. Wells Edna, TX 77957	-					0.00
Account No.						
Stinger Wellhead Protection Department 124 P.O. Box 4869 Houston, TX 77210	-					0.00
Sheet no. <u>139</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Stock Quotes Professional, Inc. 4470 W. Sunset Blvd. Suite 381 Los Angeles, CA 90027	-					0.00
Account No.						
Stockgroup Media, Inc. 750 West Pender St. Suite 500 Vancouver, BC V6C2T7	-					0.00
Account No.						
Straight Shot Trucking Co. JD Burks, LLC P.O. Box 1065 Montgomery, TX 77356	-					0.00
Account No.						
Strain Professional Land Services Co. P.O. Box 2423 Corpus Christi, TX 78403	-					0.00
Account No.						
Streater-Smith Honda Nissan P.O. Box 2788 311 Interstate 45 South Conroe, TX 77305	-					0.00
Sheet no. 140 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Sunrise Oilfield Supply 105 S. Broadway Suite 610 Wichita, KS 67202	-					0.00
Account No.						
Sup-R-Jar, Inc. 1909 Treble Drive Humble, TX 77338	-					0.00
Account No.						
Surtek 1511 Washington Golden, CO 80401	-					0.00
Account No.						
Susan Fisher & William Fisher Jtwros 303 54th Ave. North Nashville, TN 37209	-					0.00
Account No.						
Susan Kay Ewing Rush 700 Mustang Dr. Mckinney, TX 75069	-					0.00
Sheet no. 142 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						0.00
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Swantner & Gordon Insurance Agency 1500 Citywest Blvd. Suite 400 Houston, TX 77042	-						0.00
Account No.							
T&J Associates c/o Gilford Securities, Inc. 132 Main St., Suite 11 Westhampton Beach, NY 11978	-						0.00
Account No.							
T.B. Moran P.O. Box 1558 Alice, TX 78333	-						0.00
Account No.							
T.C.'s Construction 3455 CR 439 Anson, TX 79501	-						0.00
Account No.							
T.S. Dudley Land Company, Inc. 5925 N. Robinson Avenue Oklahoma City, OK 73118	-						0.00
Sheet no. <u>143</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Talasek's Gate Guards P.O. Box 397 Wadsworth, TX 77483	-					0.00
Account No.						
Tana Bouquet 325 Township Dr. Hiram, GA 30141	-					0.00
Account No.						
TC's Construction 3455 CR 439 Anson, TX 79501	-					0.00
Account No.						
TCEQ PO Box 13089, MC-160 Austin, TX 78711-3089	-					0.00
Account No.						
TCU Walker/ Barnes Prop Mgmt Bank of America, N.A. Agent P.O. Box 840738 Dallas, TX 75284	-					0.00
Sheet no. 144 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Tesco Services, Inc. P.O. Box 203408H Houston, TX 77216		-				0.00
Account No.						
Texas Camarilla, Inc. P.O. Box 1110 Graham, TX 76450		-				0.00
Account No.						
Texas Energy Services LP P.O. Box 2108 Alice, TX 78333		-				0.00
Account No.						
Texas General Land Office P.O. Box 12873 Austin, TX 78711		-				0.00
Account No.						
Texas General Land Office S.F. Austin Bldg. 1700 N. Congress Ave. Austin, TX 78701		-				0.00
Sheet no. 145 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Texas Hot Shot Co P.O. Box 42406 Houston, TX 77242-2406	-					0.00
Account No.						
Texas I.S.P. 123 S. Breckenridge Breckenridge, TX 76424	-					0.00
Account No.						
Texas Pacific Land and Trust 1700 Pacific Avenue Suite 2770 Dallas, TX 75201	-					0.00
Account No.						
Texas Perforators, Inc. P.O. Box 5781 Kingsville, TX 78364	-					0.00
Account No.						
Texas Tank Trucks P.O. Box 1723 Breckenridge, TX 76424	-					4,019.63
Sheet no. <u>146</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						4,019.63

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079		-					0.00
Account No.							
TGS A2D Technologies, Inc. 2345 Atoscocita Road Humble, TX 77396		-					0.00
Account No.							
The Bank of New York Financial Control Billing Dept P.O. Box 19445A Newark, NJ 07195		-					0.00
Account No.							
The Banks Group, Inc. P.O. Box 12851 Austin, TX 78711		-					6,950.59
Account No.							
The Joe Wesley Smith Trust Jacksboro National Bank - 83-692-3 Drawer A Jacksboro, TX 76458		-					0.00
Sheet no. 147 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							6,950.59

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Thomas Walter Blake Trust Bill Patterson, Trustee Address Unavailable		-				0.00
Account No.						
Thorp Petroleum Corp. 1001 McKinney Suite 2200 Houston, TX 77002		-				0.00
Account No.						
Tiedemann Trust Company B U/W Edward Burke Ross FBO Amory L. Ross 1201 N. Market St., Ste. 1406		-				0.00
Account No.						
Tim Kaetzer 4124 W. Park View Lane Glendale, AZ 85310		-				0.00
Account No.						
TLC Office Systems 3900 North Freeway Houston, TX 77022		-				231.40
Sheet no. <u>149</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						231.40

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D W I F E J O I N T C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Trabarr Partners, Ltd. Barr Pipe Co., General Partner P.O. Box 835 Corpus Christi, TX 78403	-						0.00
Account No.							
TRC Consultants, LC 120 Dietert Ave., Suite 100 Boerne, TX 78006	-						0.00
Account No.							
Tres Investments, Ltd. P.O. Box 1536 Breckenridge, TX 76424	-						0.00
Account No.							
Trident Steel Corporation P.O. Box 798279 Saint Louis, MO 63179	-						0.00
Account No.							
Trigon Tublars, Inc. P.O. Box 56368 Houston, TX 77256	-						0.00
Subtotal (Total of this page)							0.00

Sheet no. 150 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Troy L. Sweat 1907 Westwood Lake Dr. Kingwood, TX 77339		-					0.00
Account No. Trull Minerals P.O. Box 570 Palacios, TX 77465		-					0.00
Account No. Trustees of the Keese Family Trust 1035 San Patricio Dr. Solana Beach, CA 92075		-					0.00
Account No. TSG Distributors, Inc. P.O. Box 2470 2900 Bell Drive, Bldg 10 Big Spring, TX 79721		-					0.00
Account No. Turner & Allen, PC P.O. Box 930 Graham, TX 76450		-					0.00
Sheet no. <u>151</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Turner Seed Co. 211 CR 151 Breckenridge, TX 76424	-					750.00
Account No.						
TVS Telephone, Inc. 4800 W. 34th St. Suite C-15 Houston, TX 77092	-					0.00
Account No.						
U.S. Specialty Insurance Company 13403 Northwest Freeway Houston, TX 77040	-		X			0.00
Account No.						
United Cooperative Services P.O. Box 961079 Fort Worth, TX 76161	-					0.00
Account No.						
Valerus Compression Services 919 Milam Suite 1000 Houston, TX 77002	-					4,871.25
Sheet no. <u>152</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						5,621.25

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Varel International, LP P.O. Box 201900 Dallas, TX 75320	-					0.00
Account No.						
Varichem International, Inc. P.O. Box 528 Van Vleck, TX 77482	-					0.00
Account No.						
Velma Chadwick 62 Chase Dr. Santa Barbara, CA 93108	-					0.00
Account No.						
Venture Transport Logistics P.O. Box 974167 Dallas, TX 75397	-					0.00
Account No.						
Verizon Wireless P.O. Box 660108 Dallas, TX 75266	-					0.00
Sheet no. <u>153</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Victoria Equipment & Supply P.O. Box 3791 Victoria, TX 77903	-					0.00
Account No.						
Victoria Oilfield Rental P.O. Box 3942 Victoria, TX 77903	-					0.00
Account No.						
Violet Elaine Parrott 3009 Franciscan Dr. #415 Arlington, TX 76015	-					0.00
Account No.						
Virginia N. Haydu Trust C/O Gilford Securities 132 Main Street, Suite 11 Westhampton Beach, NY 11978	-					0.00
Account No.						
Vitex Wireline Service, Inc. P.O. Box 3411 Victoria, TX 77903	-					0.00
Sheet no. <u>154</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Wagner's Fishing & Oilfield Service P.O. Box 90253 Houston, TX 77290		-					0.00
Account No.							
Wallace Lee Honeycutt Trustee P.O. Box 1248 Gold Beach, OR 97444		-					0.00
Account No.							
Warren Consulting Group 4725 Neiman Rd. Brookshire, TX 77423		-					0.00
Account No.							
Warrior Energy Services Department 2114 P.O. Box 122114 Dallas, TX 75312		-					0.00
Account No.							
Watson Pipe, Inc. 615 N. Upper Broadway Suite 1410 Corpus Christi, TX 78477		-					0.00
Sheet no. <u>156</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Wayne and Ida Chandler 220 Granda Calle Granbury, TX 76049	-					0.00
Account No.						
WCG Consulting, LLC 4725 Neiman Rd. Brookshire, TX 77423	-					11,640.00
Account No.						
Weatherford Artificial Lift P.O. Box 200937 Houston, TX 77216	-					0.00
Account No.						
Weatherford US, LP P.O. Box 200019 Houston, TX 77216-0019	-					0.00
Account No.						
Weatherford US, LP - GEMOCO P.O. Box 200098 Houston, TX 77216	-					0.00
Sheet no. <u>157</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						11,640.00

Debtor

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U A T E D	C O N T I N G E N T	AMOUNT OF CLAIM
Account No.							
Wells Fargo Bank Agent for Stephen Heffelfinger Estate 1 O'Connor Plaza, Suite 300 Victoria, TX 77901	-						0.00
Account No.							
Westel P.O. Box 203130 Austin, TX 78720	-						0.00
Account No.							
White & Case, LLP 23802 Network Place Chicago, IL 60673	-						0.00
Account No.							
Willard Trout Pierce Agency Wells Fargo Bank O&G Admin P.O. Box 5383 Denver, CO 80217	-						0.00
Account No.							
Willco Services, Inc. P.O. Box 1051 Refugio, TX 78377	-						0.00
Subtotal (Total of this page)							0.00

Sheet no. 158 of 161 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
William G. Monahan 8227 Kensington Lane Hanover Park, IL 60133	-					0.00
Account No.						
William H. Roberts 101 E. Walker St. Apt. 803 Orchard, TX 77464	-					0.00
Account No.						
William P. Dickey	-					0.00
Account No.						
William Wayne Collins, Jr. 240 West B Street Brawley, CA 92227	-					0.00
Account No.						
Wilson P.O. Box 200822 Dallas, TX 75320	-					0.00
Sheet no. <u>159</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						0.00

Case No. 09-36291

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
York Acidizing & Cementing 6511 FM 1464 PMB 6 Richmond, TX 77469	-					0.00
Account No.						
Young Heavy Haul, Inc. P.O. Box 5632 Victoria, TX 77903	-					0.00
Account No.						
Account No.						
Account No.						
Sheet no. <u>161</u> of <u>161</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						0.00
						Total (Report on Summary of Schedules)
						460,650.32

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
411 NSHP Partners, LP 521 W. Wilshire Suite 100 Oklahoma City, OK 73116	Office Lease 411 N. Sam Houston Pkwy E., Suite 300 Houston, TX 77060
A-Texian Compressor, Inc. 111 Skytop Rd. P.O. Box 249 Telferner, TX 77988	Compressor Lease Agreement
Administaff 19001 Crescent Springs Dr. Kingwood, TX 77339	Client Service Agreement
American Insurance Group c/o Swantner & Gordan Insurance Jerry Crider 500 N. Shoreline, Suite 1200 Corpus Christi, TX 78403	Excess Directors and Officers Liability Insurance
BBVA Compass Bank P.O. Box 2210 Decatur, AL 35699	Visa Agreement
Brazos River Authority P.O. Box 7555 Waco, TX 76714	Interruptibility Water Availability Agreement
Carolina Casualty c/o Swantner & Gordan Insurance Jerry Crider 500 N. Shoreline, Suite 1200 Corpus Christi, TX 78403	Directors and Officers Liability Insurance
CBeyond P.O. Box 848432 Dallas, TX 75284	Service Order Contract (Telephone Service)
DSX Energy Ltd., LLP 800 N. Shorline Blvd. Suite 2570 South Corpus Christi, TX 78401	3D Onshore Master Seismic Data Sub-Licensing Agreement
GE Capital P.O. Box 660618 Cedar Rapids, IA 52406	Copier Lease Agreement

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Gulfmark Energy, Inc. P.O. Box 844 Houston, TX 77001	Stephens Gas Contract Amended Contract #6 - February 23, 2009
Hanlon Gas Processing, Ltd. 216 North Rose P.O. Box 1152 Breckenridge, TX 76424	Gas Contract w/ amendments April 2007
Hesco 500 N. Shoreline Ste. 608 Corpus Christi, TX 78471	Blessing Gas Contract w/ transfer order and amendments March 2004/ May 2007
John Graber 3303 Louisiana St., Suite 240 Houston, TX 77006	Consulting Agreement for Geological/Geophysical services
Kirkwood & Darby 307 West Seventh St. Suite 1110 Fort Worth, TX 76102	Appointment of Agent - Property Tax Advisors
Neofirma, Inc. P.O. Box 678162 Dallas, TX 75267	Website/ Data Storage
Pitney Bowes P.O. Box 856460 Louisville, KY 40285	Postage Meter
Pitts Oil Company, LLC 4600 Greenville Ave. Dallas, TX 75206	3D Onshore Master Seismic Data Licensing Agreement
St. Paul Fire and Marine Insurance Co. c/o Swantner & Gordon Insurance Jerry Crider 500 N. Shoreline, Suite 1200 Corpus Christi, TX 78403	General Liability Insurance; Commercial Auto Insurance; Umbrella Insurance; Operator's Extra Expense Insurance; Equipment Floater Insurance; Property Insurance
Sunoco Partners Marketing & Terminals LP P.O. Box 5090 Sugar Land, TX 77487	Crude Oil Purchase Agreement June 2005
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Marketing Agreement (Blessing Field Oil & Gas) June 2008

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Purchase Agreement May 10, 2007
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Purchase Agreement May 10, 2007
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Gas Puchase Agreement (Blessing) August 1, 2008
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Non-Disclosure Agreement June 2008
Texon, L.P. 11757 Katy Freeway Suite 1400 Houston, TX 77079	Interconnect Pipeline Agreement Amendment September 2008
TLC Office Systems 3900 North Freeway Houston, TX 77022	E-mail/ Computer Support
Traveler's Casualty & Surety of America c/o Swantner & Gordon Insurance Jerry Crider 500 N. Shoreline, Suite 1200 Corpus Christi, TX 78403	Worker's Compensation
United Electric Cooperative Services P.O. Box 16 Cleburne, TX 76033	Stephens County Electric Cooperative Agreement Amendment July 2008
Valerus Compression Services 919 Milam Suite 1000 Houston, TX 77002	Compressor Lease Agreement

B6H (Official Form 6H) (12/07)

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
Southern District of Texas

In re **Baseline Oil & Gas Corp.**

Debtor(s)

Case No. **09-36291**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **189** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **August 28, 2009**

Signature **/s/ Thomas R. Kaetzer**

Thomas R. Kaetzer
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Texas**

In re **Baseline Oil & Gas Corp.**

Debtor(s)

Case No. **09-36291**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$11,609,040.00	2007 Statement of Operations (audited)
\$32,654,222.00	2008 Statement of Operations (audited)
\$11,092,521.00	2009 (as of June 30, 2009) Statement of Operations (unaudited)

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$66,407.00	2007 Other Income (audited)
\$497,417.00	2008 Other Income (audited)
\$16,065.00	2009 (as of June 30, 2009) Other Income (unaudited)

3. Payments to creditors

None ☐ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Exhibit 3-B		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jones Day* F/B/O Third Point 717 Texas St., #3300 Houston, TX 77002	October 2008	\$140,000.00	\$19,406,789.00

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Third Point* 390 Park Avenue, 18th Floor New York, NY 10022	October 17, 2008	\$1,156,250.00	\$19,406,789.00
Third Point* 390 Park Avenue, 18th Floor New York, NY 10022	October 31, 2008	\$786,250.00	\$19,406,789.00
Third Point* 390 Park Avenue, 18th Floor New York, NY 10022	January 2, 2009	\$602,695.31	\$19,406,789.00

(*) Restructuring and Interest Payments

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☒ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	----------------------	---------------------------------	--------------------------

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
Atlas Energy Indiana, LLC 10691 East Carter Rd. Suite 201 Traverse City, MI 49684	July 22, 2009	See Exhibit 6

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
Atlas Energy Indiana, LLC 10691 East Carter Rd. Suite 201 Traverse City, MI 49684	July 22, 2009	See Exhibit 6
Atlas Energy Indiana, LLC 10691 East Carter Rd. Suite 201 Traverse City, MI 49684	August 4, 2009	See Exhibit 6

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Alvin Police Officers Assoc. 1500 S. Gordon St. Alvin, TX 77511	None	July 14, 2009	MD Anderson Hummer Run \$200.00

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Thompson & Knight, LLP 333 Clay Street Suite 3300 Houston, TX 77002	March 26, 2009	\$200,000.00 Retainer

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	April 16, 2009	\$50,000 Draw from Retainer
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	April 21, 2009	\$59,741.70
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	May 20, 2009	\$258, 981.73
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	June 4, 2009	\$75,000.00
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	June 24, 2009	\$175,000.00
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	July 20, 2009	\$274, 518.14
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	August 21,2009	\$149,736.94
Thompson & Knight, LLP 333 Clay Street, Suite 3300 Houston, TX 77002	August 27, 2009	\$94,975.31 Draw from Retainer
Grant Thornton, LLP Corporate Advisory & Restructuring Services 333 Clay St., Suite 2700 Houston, TX 77002	June 4, 2009	\$75,000.00 Retainer
Grant Thornton, LLP Corporate Advisory & Restructuring Services 333 Clay St., Suite 2700 Houston, TX 77002	July 2, 2009	\$66,058.00
Grant Thornton, LLP Corporate Advisory & Restructuring Services 333 Clay St., Suite 2700 Houston, TX 77002	June 30, 2009	\$7,326.91
Grant Thornton, LLP Corporate Advisory & Restructuring Services 333 Clay St., Suite 2700 Houston, TX 77002	August 25, 2009	\$1,816.00
Parkman Whaling, LLC 600 Travis, Suite 600 Houston, TX 77002	March 16, 2009	\$50,000.00
Parkman Whaling, LLC 600 Travis, Suite 600 Houston, TX 77002	April 16, 2009	\$150,000.00
Parkman Whaling, LLC 600 Travis, Suite 600 Houston, TX 77002	May 16, 2009	\$50,000.00
Parkman Whaling, LLC 600 Travis, Suite 600 Houston, TX 77002	July 1, 2009	\$719.18

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Compass Bank	Investment Account # xxxxxx8259	April 2009

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
11811 N. Freeway Suite 200 Houston, TX 77060	Baseline Oil & Gas Corp.	March 2007 - October 2007
20022 Creek Farm San Antonio, TX 78259	Baseline Oil & Gas Corp.	January 2006 - February 2007
20022 Creek Farm San Antonio, TX 78259	College Oaks Investments, Inc.	February 2004 - January 2006

16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

- ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
New Albany - Indiana LLC	20-3840126	1975 Waddle Road State College, PA 16801	To acquire and hold various working interests in undveloped oil and gas leases and other rights in New Albany Shale play in Indiana	November 25, 2005 (acquired 50% membership interest) - March 16, 2007 (interest redeemed)
Coastal Energy Services, Inc.	30-0226902	23 Cardinal Rd. Weston, CT 06883	Formed to pursue business opportunitites in the energy industry	April 6, 2005 (merged into Debtor)

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- ☒ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
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None

- ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Malone & Bailey, PC	2925 Briarpark Ste. 930 Houston, TX 77042	June 24, 2004 - Present

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

Jefferies & Company, Inc.
One Station Place, 3N
Stamford, CT 06902

September 2007, as part of engagement as financial advisor to Debtor

October 2008, as part of restructuring of Senior Secured Notes due 2012

October 2008, as part of restructuring of Senior Secured Notes due 2012

September 2007, as part of amending engagement as financial advisor to Debtor

October 2008, as part of restructuring of Senior Secured Notes due 2012

October 2007, as part of entry into senior credit facility

August 2007, as part of due diligence for Debtor's acquisition of Blessing Field Properties

August 2007, as part of due diligence for Debtor's acquisition of Blessing Field Properties

August 2007, as part of due diligence for Debtor's acquisition of Blessing Field Properties

August 2007, as part of due diligence for Debtor's acquisition of Blessing Field Properties

Third Point, LLC
390 Park Avenue, 18th Floor
New York, NY 10022

Jefferies Finance, LLC
520 Madison Ave.
New York, NY 10022

Jefferies, Randall & Dewey
333 Clay St., Suite 1000
Houston, TX 77002

Wells Fargo Foothills, Inc.
2450 Colorado Ave., Suite 300 West
Santa Monica, CA 90404

DSX Energy Ltd., LLP
800 N. Shoreline Blvd.
Suite 2570 South
Corpus Christi, TX 78401

KEBO Oil & Gas, Inc.
607 Railroad Drive
Portland, TX 78374

Sanchez Oil & Gas Corp.
1111 Bagby St.
#1600
Houston, TX 77002

Sue Ann Operating, LLC
P.O. Box 3910
Victoria, TX 77903

20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
 RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Thomas R. Kaetzer Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E, Suite 300 Houston, TX 77060	President, Chief Executive Officer and Director (Chairman)	See Exhibit 21-B
Patrick H. McGarey Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E, Suite 300 Houston, TX 77060	Chief Financial Officer	See Exhibit 21-B
Randal B. McDonald, Jr. Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E., Suite 300 Houston, TX 77060	Controller	See Exhibit 21-B
Joshua L. Targoff c/o Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy E., Suite 300 Houston, TX 77060	Director	See Exhibit 21-B
Third Point, LLC 390 Park Avenue, 18th Floor New York, NY 10022		See Exhibit 21-B
Third Point Qualified Partners, LP 390 Park Avenue, 18th Floor New York, NY 10022		See Exhibit 21-B
Third Point Partners, LP 390 Park Avenue, 18th Floor New York, NY 10022		See Exhibit 21-B
John V. Lovoi 10000 Memorial Dr., Suite 550 Houston, TX 77024	Former Director	See Exhibit 21-B
JVL Advisors, LLC 10000 Memorial Dr., Suite 550 Houston, TX 77024		See Exhibit 21-B
JVL Global Energy (QP), LP 10000 Memorial Dr., Suite 550 Houston, TX 77024		See Exhibit 21-B
Alan Gaines 25438 Malibu Rd. Suite 1 Malibu, CA 90265	Former Director	See Exhibit 21-B

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Alan Gaines 25438 Malibu Rd., No. 1 CA	Director	July 18, 2008
Todd Q. Swanson 390 Park Avenue, 19th Floor New York, NY 10022	Director	February 11, 2009
John V. Lovoi 10000 Memorial Dr., Suite 550 Houston, TX 77024	Director	May 6, 2009

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Thomas R. Kaetzer Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E, Suite 300 Houston, TX 77060 President, Chief Executive Officer	August 28, 2008 - August 28, 2009	\$520,452.65 - Total Compensation, including gross salary, bonuses and expense reimbursements
Patrick H. McGarey Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E, Suite 300 Houston, TX 77060 Chief Financial Officer	August 28, 2008 - August 28, 2009	\$400,494.19 - Total Compensation, including gross salary, bonuses and expense reimbursements
Randal B. McDonald, Jr. Baseline Oil & Gas Corp. 411 N. Sam Houston Pkwy. E, Suite 300 Houston, TX 77060 Controller	August 28, 2008 - August 28, 2009	\$202,791.10 - Total Compensation, including gross salary, bonuses and expense reimbursements
Third Point 390 Park Avenue, 18th Floor New York, NY 10022 Insider	October 17, 2008 - Interest Payment	\$1,156,250.00
Third Point 390 Park Avenue, 18th Floor New York, NY 10022 Insider	October 31, 2008 - Interest Payment	\$786,250.00
Third Point 390 Park Avenue, 18th Floor New York, NY 10022 Insider	January 2, 2009 - Interest Payment	\$602,695.31

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **August 28, 2009**Signature **/s/ Thomas R. Kaetzer**
Thomas R. Kaetzer
Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

330-01

Baseline Oil & Gas Corp.
 Payments in Excess of \$5,475
 5/29/09 to 8/28/09

vendor payments

THO200	Thompson & Knight, LLP	786,702.40
UNI100	United Cooperative Services	726,201.32
ADM100	Administaff Companies, Inc.	597,854.09
JON100	Jones Day	374,382.50
BAS100	Basic Energy Services	245,559.97
CDI100	CDI Energy Services	165,672.14
GRA300	Grant Thornton LLP	150,200.91
WEA100	Borets Weatherford US, Inc	141,320.41
JJO100	J & J Oilfield Electric Co.	125,033.91
ATE100	A-Texian Compressor, Inc.	89,449.86
TEX100	Texas Tank Trucks	82,460.11
CCF100	CC Forbes Co., L.P.	65,742.20
PRO100	Production Pump	63,759.27
PAR400	Parker Tool, Inc.	61,204.88
WEA400	Weatherford Artificial Lift	61,177.98
MAR300	Marda, Inc. Oilfield Services	57,402.50
KJS100	K-3 Services	51,639.88
FIR100	First Insurance Funding Corp.	47,641.59
BRE500	Breckenridge Services	47,121.90
TEX400	Texas Energy Services, L.P.	42,906.18
TEX500	Texas Perforators, Inc.	40,951.57
BAK100	Baker Hughes	38,396.33
411100	411 NSHP Partners, LP	36,048.99
ATL100	Atlas Energy Indiana, LLC	33,419.94
SWA100	Swantner & Gordon Ins. Agency	32,899.17
COM200	COMPASS BANK VISA	31,111.12
AGA100	AGA Services, Inc.	29,362.50
AYS100	Ayseph Production Services	27,090.00
RAY100	Raydon, Inc.	24,776.38
COI100	Coil Tubing Services	22,505.21
COR100	Core Laboratories, LP	21,470.20
COA100	Coastal Bend Wellhead, Inc.	20,973.54
ELP100	El Paso E&P Company, L.P.	20,084.89
BAC100	Peter E. Bacon	20,000.00
CHA100	Champion Technologies	19,413.12
NEW400	Bank of New York	18,360.00
JWW100	J W Wireline Company	15,389.54
VAL100	Valerus Compression Services	14,613.75
JWM100	J-W Measurement Company	12,935.07
MAL100	Malone & Bailey, PC	12,500.00
ARN100	Arnold Oil Company	10,323.51
STU100	Stuart Petroleum Testers, Inc.	9,436.70
CAR300	Carr Environmental Group, Inc.	9,241.50
STR100	Streit, Peterson, Hall	8,215.35
JNB100	J.N. BROWNING OIL CO., INC.	7,924.34
NAI100	Nail Automation	7,092.13
HOW100	Howe Excavation	7,035.00



330-01

YOR100	York Acidizing and Cementing	6,385.05
SPE300	Specialty Rental Tool & Supply	6,363.72
TSD100	T. S. Dudley Land Company, Inc	6,292.72
KAE100	Thomas R. Kaetzer	6,039.00
BRA300	BRAZOS RIVER AUTHORITY	5,847.15

4,565,931.49

royalty payments

SAR100	DOUGLAS SARTORIS	91,029.11
CHE300	Chestnut Petroleum, Inc.	83,293.04
TRU200	TRULL MINERALS 8-80	82,924.21
TRU100	TRULL MINERALS 10-80	52,997.73
ELI100	HILDA L. ELLIOTT TRUST	47,171.05
FOR300	FORAN, LTD.	42,738.17
WIG100	HOLLY HUBER	37,577.06
SUE400	SUE-ANN PRODUCTION CO., AGENT	37,501.09
MOB100	MOBIL PRODUCING TX & NM, INC.	31,404.92
COL200	COLUMBINE I LIMITED PARTNERSHIP	31,115.62
ATK100	DICK LILLY ATKINS	28,829.55
DAV100	RUBY LEE DAVIS ESTATE	28,829.55
BLA100	BETTY BREWER BLACK	24,421.21
BLA200	ANNA R. BLACK	24,421.21
MAR300	Maripa, Ltd.	21,808.02
KEL100	DONALD R. KELLY, JR. & WIFE	21,587.64
JPO100	J & P OIL & GAS, INC.	21,261.22
EBE200	MYA SWANSON EBELING TRUST	21,222.47
TRE100	TRES INVESTMENTS, LTD	18,969.76
BPA100	BP AMERICA PRODUCTION COMPANY	18,788.55
ECH100	LISA S. ECHOLS	17,755.95
BAC100	MARTHA RUGELEY BACHMAN TRUSTEE	17,700.56
BUR400	CAROL GRAFF BURNETT	17,645.66
GRA100	RICKY D. GRAFF	17,645.66
STA100	STATEX PETROLEUM I, LP	16,755.38
ECH200	LISA SWANSON ECHOLS TRUST	15,545.35
AMM100	AMMO INVESTMENTS, LTD	15,475.85
FIK100	LELAND FIKES FOUNDATION, INC.	15,475.85
TEX200	TEXAS CAMARILLA, INC.	12,646.54
NEL200	ALTON N. & FRIEDA A. NELSEN	12,318.31
EBE100	MYA S. EBELING	12,317.39
MCD100	EMMA D. & KAREN A. MCDONALD	12,198.48
NIC100	KAY NICOLAISEN	11,837.94
ALL100	ALL CHURCH HOME FOR CHILDREN	11,080.09
KNI100	A. R. KNIGHT, JR.	10,811.13
MEX100	MEXIA HOLDINGS, L.P.	10,317.21
MON100	MONARCH RESOURCES, LLC	10,317.21
DAK200	DAKOTA ENERGY, INC.	9,484.92
STA300	STATES ROYALTY LTD PARTNERSHIP	9,484.92
HEF500	Stephen M Heffelfinger CS Trst	9,036.58
CHE200	Chestnut Petroleum, Inc.	7,572.08
SWA100	SWANSON MULESHOE RANCH LTD	7,298.00
ELL100	REGINA ROBBINS, TRUSTEE OF THE	7,207.38

330-01

STE100	DANNY STEPHENS	7,207.38
SUE100	SUE ANN OPERATING, LLC	6,476.29
NEL400	GILBERT A. NELSEN	6,420.43
AGU100	AGUA NEGRA PARTNERSHIP, LTD.	6,323.27
DUE100	FRED F. DUESER	6,323.27
REA100	O. H. REAUGH	6,323.27
NEL300	DANIEL A. NELSEN	6,248.16
ARD100	PATRICIA LYNN MCDONALD ARDEEL	6,099.26
MCD300	KAREN ANNE MCDONALD	6,099.26
REI100	DOROTHY JEAN & WAYLAN REID	5,765.87
SPI100	DOROTHY WRIGHT SPIVY LIFE EST.	5,765.87
WRI100	JOHN A. & VIRGINIA K. WRIGHT	5,765.87
WRI200	MATTIE WRIGHT	5,765.86
BAR200	DIXIE D. & J.D. BARTELL	5,695.07
HEM100	RICHARD B. HEMINGWAY	5,695.07
TCU100	TCU WALKER/BARNES PROP MGMT	5,539.99
BIS100	BISON INVESTMENTS, LTD.	5,302.38
BEC100	GUY ROBERT BECKHAM	4,201.60

1,162,837.79

ASSIGNMENT OF OIL AND GAS LEASES

STATE OF INDIANA)
)ss.
COUNTY OF GREENE)

KNOW ALL MEN BY THESE PRESENTS:

Beatty D3-22 HD N Unit

That, Baseline Oil & Gas Corporation, a Texas Corporation, of 411 N. Sam Houston Parkway East, Suite 300, Houston, Texas 77060, ("Assignor"), for and in consideration of Ten Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, grant, bargain, convey and assign to Atlas Energy Indiana, LLC, an Indiana limited liability company, of 1501 Cass Street, Suite B, Traverse City, Michigan 49684, ("Assignee"), an undivided 100% of Assignor's right, title and interest in, to and under the Oil and Gas Leases ("Leases") lying within Greene County and further described in Exhibit "A", attached hereto and made a part hereof, together with all property, rights and obligations incident and appurtenant thereto, including, without limitation, all rights in and to all corrections, ratifications and amendments to the Leases.

- 1) This Assignment covers formations from the surface of the earth to 100 feet below base of the New Albany Shale formation.
- 2) It is understood that the leasehold working interest hereby assigned to Assignee shall deliver actual NRI with no additional burdens.
- 3) This Assignment is subject to the terms and conditions of the Leases, and Assignee shall bear its proportionate share of the obligations and covenants contained in said Leases, as well as the Lessors' royalty interest burdening the Leases.
- 4) This Assignment is made without warranty of title, either express or implied, except that Assignor hereby warrants the interest conveyed herein against the lawful claims and demands of all parties claiming by, through or under Assignor, except as expressly excepted herein. Assignor hereby grants to Assignee the benefit of all previous warranties in Assignor's chain of title.
- 5) This Assignment shall be binding upon and inure to the benefit of the parties hereto, including their respective heirs, representatives, successors and assigns.

IN WITNESS WHEREOF, the Assignor has executed this instrument this 22 day of July, 2008, and to be effective as of the date that Assignor acquired its interest in each respective Lease set forth on the attached Exhibit "A"

BASILINE OIL & GAS COPORATION

By: _____

Its: _____



ACKNOWLEDGMENT

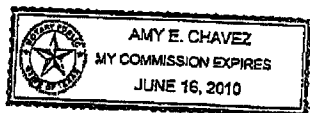
STATE OF Texas)
COUNTY OF Harris) ss.

The foregoing instrument was acknowledged before me this 23rd day of July, 2009, by
Thomas R. Kaefer, President/CEO of Baseline Oil & Gas
Corporation, on behalf of the company.

My Commission Expires:

June 16, 2010

Amy E. Chavez
Amy E. Chavez, Notary Public
Harris County, State of Texas
Acting in Harris County, State of Texas



Declaration: I affirm, under the penalties for perjury, that I have taken reasonable care to redact
each Social Security number in this document, unless required by law.

APL

Prepared by: Atlas Energy Indiana, LLC
ATTN: Michelle Schaub
1501 Cass Street, Suite B
Traverse City, Michigan 49684

After recording, return to Assignee.

EXHIBIT "A"

Attached to and made a part of that certain Assignment of Oil and Gas Leases dated July 22, 2009
by and between Baseline Oil & Gas Corporation, Assignor and Atlas Energy Indiana, LLC, Assignee

Beatty D3-22 HD N

LEASE NO.	LESSOR	LESSEE	LEASE DATE	INSTRUMENT/ DOCUMENT NUMBER	TWP	RNG	SEC	DESCRIPTION
IN055003200	BEATTY, LARRY JOE	AURORA ENERGY LTD	11/14/05	200500006854/ 58/1658	8N	6W	SEC 22	S/2 SE/4
IN055013500	ENGLER, ORVILLE J., JR. & CONNIE S.	AURORA ENERGY LTD	12/09/05	200500006877/ 67/605	8N	6W	SEC 22	PT NE/4
IN055040201	HASLER, K. DIANE	AURORA ENERGY LTD	12/14/04	200500000028/ 41/1939	8N	6W	SEC 22	NE/4 NW/4 & PT SE/4 NW/4
IN055078500	STRICKLER, JACK M. & LILLY ROSETTA	AURORA ENERGY LTD	02/19/04	200400001036/ 27/157	8N	6W	SEC 22	PT SE/4 NW/4; N/2 SW/4; SW/4 SW/4 & SE/4 SW/4
IN055079500	SWABY, DAVID W. & JANET P.	AURORA ENERGY LTD	03/20/04	200400002591/ 30/666	8N	6W	SEC 22	SW/4 NE/4 & N/2 NE/4
IN055079601	SWABY, JAMES H. & SHERYL ANNE	AURORA ENERGY LTD	12/02/04	200500000025/ 41/1935	8N	6W	SEC 22	NE/4 NW/4 & PT SE/4 NW/4
IN055089601	YORK, DON A. & CAROLYN S.	AURORA ENERGY LTD	12/13/05	200600002194/ 62/1886	8N	6W	SEC 22	NW/4 SE/4 & NE/4 SE/4
IN055089601	YORK, GARY S. & JULIE A.	AURORA ENERGY LTD	12/13/05	200600002193/ 62/1882	8N	6W	SEC 22	NW/4 SE/4 & NE/4 SE/4
IN055089701	YORK, ROBERT D. TRUST	AURORA ENERGY LTD	12/13/05	200600002192/ 62/1978	8N	6W	SEC 22	NW/4 SE/4 & NE/4 SE/4
IN055089801	YORK, VANCE O.	AURORA ENERGY LTD	12/13/05	200600002726/ 64/270	8N	6W	SEC 22	NW/4 SE/4 & NE/4 SE/4

ASSIGNMENT OF OIL AND GAS LEASES

STATE OF INDIANA)
)ss.
COUNTY OF GREENE)

KNOW ALL MEN BY THESE PRESENTS:

Flynn D2-27 HD Unit

That, Baseline Oil & Gas Corporation, a Texas Corporation, of 411 N. Sam Houston Parkway East, Suite 300, Houston, Texas 77060, ("Assignor"), for and in consideration of Ten Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, grant, bargain, convey and assign to Atlas Energy Indiana, LLC, an Indiana limited liability company, of 1501 Cass Street, Suite B, Traverse City, Michigan 49684, ("Assignee"), an undivided 100% of Assignor's right, title and interest in, to and under the Oil and Gas Leases ("Leases") lying within Greene County and further described in Exhibit "A", attached hereto and made a part hereof, together with all property, rights and obligations incident and appurtenant thereto, including, without limitation, all rights in and to all corrections, ratifications and amendments to the Leases.

- 1) This Assignment covers formations from the surface of the earth to 100 feet below base of the New Albany Shale formation,
- 2) It is understood that the leasehold working interest hereby assigned to Assignee shall deliver actual NRI with no additional burdens.
- 3) This Assignment is subject to the terms and conditions of the Leases, and Assignee shall bear its proportionate share of the obligations and covenants contained in said Leases, as well as the Lessors' royalty interest burdening the Leases.
- 4) This Assignment is made without warranty of title, either express or implied, except that Assignor hereby warrants the interest conveyed herein against the lawful claims and demands of all parties claiming by, through or under Assignor, except as expressly excepted herein. Assignor hereby grants to Assignee the benefit of all previous warranties in Assignor's chain of title.
- 5) This Assignment shall be binding upon and inure to the benefit of the parties hereto, including their respective heirs, representatives, successors and assigns.

IN WITNESS WHEREOF, the Assignor has executed this instrument this 22 day of July 2009, and to be effective as of the date that Assignor acquired its interest in each respective Lease set forth on the attached Exhibit "A"

BASELINE OIL & GAS CORPORATION

By: Thomas R. Keefe

Its: president

EXHIBIT "A"

Attached to and made a part of that certain Assignment of Oil and Gas Leases dated July 22, 2009
by and between Baseline Oil & Gas Corporation, Assignor and Atlas Energy Indiana, L.L.C., Assignee

Flynn D2-27 HD

Assignment No. 1

LEASE NO.	LESSOR	LESSEE	LEASE DATE	INSTRUMENT/ DOCUMENT NUMBER	TWP	RNG	SEC	DESCRIPTION
IN055014101	FLYNN, WALLACE D.	AURORA ENERGY LTD	04/07/04	200400002685/ 30/642	8N	6W	SEC 27	SE/4 SW/4
IN055047600	LANDIS, F. DAVID & MARY KAY	AURORA ENERGY LTD	03/04/04	200400001432/ 27/1857	8N	6W	SEC 27	NE/4
IN055054400	MCNEELY, WILLIAM M. ET AL	AURORA ENERGY LTD	03/09/06	200600002017/ 62/1242	8N	6W	SEC 27	PT SW/4 NW/4
IN055056701	MILLER, DONALD CARL	AURORA ENERGY LTD	12/28/05	200600000826/ 59/1487	8N	6W	SEC 27	N/2 SW/4
IN055060101	NARROW, WANDA	AURORA ENERGY LTD	12/22/05	200600000827/ 59/1489	8N	6W	SEC 27	N/2 SW/4
IN055066500	PORTER, LOUIE G.	AURORA ENERGY LTD	03/22/06	200600002166/ 62/1874	8N	6W	SEC 27	NW/4 SE/4
IN055075001	SMITH, JOAN	AURORA ENERGY LTD	01/09/06	200600001329/ 60/1958	8N	6W	SEC 27	N/2 SW/4
IN055076700	STAHL, JAMES WILLIAM & DEBRA DAWN	AURORA ENERGY LTD	02/25/06	200600001720/ 61/1872	8N	6W	SEC 27	PT E/2 SE/4
IN055076800	STAHL, NANCY L.	AURORA ENERGY LTD	01/04/06	200600000842/ 59/1558	8N	6W	SEC 27	SW/4 SE/4 & PT E/2 SE/4
IN055078500	STRICKLER, JACK M. & LILLY ROSETTA	AURORA ENERGY LTD	02/19/04	200400001036/ 27/157	8N	6W	SEC 27	NE/4 NW/4 & PT NW/4 NW/4

ASSIGNMENT OF OIL AND GAS LEASE

STATE OF INDIANA)
)ss.
COUNTY OF GREENE)

KNOW ALL MEN BY THESE PRESENTS:

Egnew Farms D1-28 HD Unit

That, **Baseline Oil & Gas Corporation**, a Texas Corporation, of 411 N. Sam Houston Parkway East, Suite 300, Houston, Texas 77060, ("Assignor"), for and in consideration of Ten Dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, grant, bargain, convey and assign to **Atlas Energy Indiana, LLC**, an Indiana limited liability company, of 1501 Cass Street, Suite B, Traverse City, Michigan 49684, ("Assignee"), an undivided 100% of Assignor's right, title and interest in, to and under the Oil and Gas Lease ("Lease") lying within Greene County and further described in Exhibit "A", attached hereto and made a part hereof, together with all property, rights and obligations incident and appurtenant thereto, including, without limitation, all rights in and to all corrections, ratifications and amendments to the Lease.

- 1) This Assignment covers formations from the surface of the earth to 100 feet below base of the New Albany Shale formation.
- 2) It is understood that the leasehold working interest hereby assigned to Assignee shall deliver actual NRI with no additional burdens.
- 3) This Assignment is subject to the terms and conditions of the Lease, and Assignee shall bear its proportionate share of the obligations and covenants contained in said Lease, as well as the Lessors' royalty interest burdening the Lease.
- 4) This Assignment is made without warranty of title, either express or implied, except that Assignor hereby warrants the interest conveyed herein against the lawful claims and demands of all parties claiming by, through or under Assignor, except as expressly excepted herein. Assignor hereby grants to Assignee the benefit of all previous warranties in Assignor's chain of title.
- 5) This Assignment shall be binding upon and inure to the benefit of the parties hereto, including their respective heirs, representatives, successors and assigns.

IN WITNESS WHEREOF, the Assignor has executed this instrument this 11th day of August 2009, and to be effective as of the date that Assignor acquired its interest in each respective Lease set forth on the attached Exhibit "A"

BASELINE OIL & GAS CORPORATION

By: 

Its: President/CEO

ACKNOWLEDGMENT

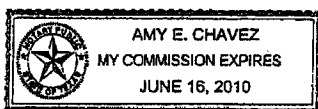
STATE OF Texas)
COUNTY OF Harris) ss.

The foregoing instrument was acknowledged before me this 4th day of August, 2009,
by Thomas R. Kaetzer, President / CEO of Baseline Oil &
Gas Corporation, on behalf of the company.

My Commission Expires:

June 16, 2010

Amy E. Chavez
Amy E. Chavez, Notary Public
Harris County, State of Texas
Acting in Harris County, State of Texas



Declaration: I affirm, under the penalties for perjury, that I have taken reasonable care to redact
each Social Security number in this document, unless required by law.

VRK

Prepared by: Atlas Energy Indiana, LLC
ATTN: Michelle Schaub
10691 E. Carter Road, Suite 201
Traverse City, Michigan 49684

After recording, return to Assignee.

<u>Name Of Beneficial Owner</u>	<u>Title</u>	<u>Nature of Ownership</u> ⁽¹⁾	<u>%</u> ⁽²⁾
Thomas R. Kaetzer,	President, Chief Executive Officer and Director (Chairman)	5,009,000 (3)	3.2%
Patrick H. McGarey,	Chief Financial Officer	1,515,000 (4)	1.0%
Randal B. McDonald, Jr.,	Controller	79,999 (5)	*
Joshua L. Targoff,	Director	0	*
Third Point LLC		87,835,248 (6)(7)	58.0%
Third Point Qualified Partners L.P.		52,369,901 (7)	34.6%
Third Point Partners L.P.		35,465,347 (7)	23.4%
John V. Lovoi		29,200,000 (8)(10)	19.3%
JVL Advisors, LLC		23,350,000 (9)(10)	15.4%
JVL Global Energy, LP		8,646,546 (10)	5.7%
Alan Gaines		7,664,250 (11)	5.0%

(*) less than 1%

(1) Determined in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, based upon information furnished by the persons listed or contained in filings made by them with the SEC. As provided under such rule, the chart gives effect to the exercise or conversion of those derivative securities that are held by persons identified in the table (but not those held by any other person identified therein) and which are exercisable or convertible within 60 days from August 12, 2009. As also provided in Rule 13d-3, persons are deemed to be the beneficial owner of securities that they have the power to vote or direct the voting of such securities or have the power to dispose or direct the disposition of such securities.

(2) Based upon 151,497,530 shares of common stock issued and outstanding as of August 12, 2009.

(3) Includes options currently exercisable to purchase: (i) up to 3,000,000 shares of common stock at an exercise price of \$0.40 per share; (ii) up to 1,000,000 shares of common stock at an exercise price of \$0.50 per share; (iii) up to 500,000 shares of common stock at an exercise price of \$0.60 per share; and (iv) up to 500,000 shares of common stock at an exercise price of \$1.00 per share. Also includes 5,000 shares of common stock held for the benefit of children of Mr. Kaetzer, which Mr. Kaetzer has discretionary authority to vote and accordingly may be deemed to be the beneficial owner thereof. Mr. Kaetzer expressly disclaims any such beneficial ownership of these shares.

(4) Refers to options currently exercisable to purchase (i) up to 500,000 shares of common stock at an exercise price of \$0.55 per share, (ii) up to 500,000 shares of common stock at an exercise price of \$0.825 per share, and (iii) up to 500,000 shares of common stock at an exercise price of \$1.10 per share.



(5) Includes option granted April 22, 2008 to purchase up to 100,000 shares of common stock at an exercise price of \$0.50 per share, which option is currently exercisable with respect to 46,666 underlying shares. Such option vests with respect to 20% of such underlying shares at the grant date and then, as to 1/3rd of such remaining underlying shares on each of January 3, 2009, 2010 and 2011. Also includes option granted August 3, 2007 to purchase up to 50,000 shares of common stock at an exercise price of \$0.55 per share, which option is currently exercisable with respect to 33,333 underlying shares. Such option vests as to 1/3rd of such underlying shares on each of August 3, 2008, 2009 and 2010.

(6) Third Point LLC acts as the investment manager of (i) Third Point Partners L.P. ("Partners"), which directly or indirectly owns 35,502,047 shares of common stock and (ii) Third Point Partners Qualified L.P. ("Qualified Partners"), which directly or indirectly owns 52,423,301 shares of common stock. Third Point LLC, as investment manager of Partners and Qualified Partners, and Daniel S. Loeb, as Chief Executive Officer of Third Point LLC, may each be deemed to beneficially own the shares of common stock directly or indirectly owned or held by Partners and by Qualified Partners.

(7) Based on the relationships described in note (6) above, the entities named therein may also be deemed to constitute a "group" within the meaning of Rule 13d-5(b)(1) under the Exchange Act; however, this statement shall not be construed as an admission that Third Point LLC, Partners, Qualified Partners and Mr. Loeb are a group, or have agreed to act as a group. Each joint filer disclaims beneficial ownership of these securities except to the extent of any direct pecuniary interest therein, and this Disclosure Statement shall not be deemed to be an admission that any such joint filer is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. The foregoing information is based upon (i) the Schedule 13D, as amended through December 30, 2008, initially filed with the SEC on July 18, 2008 by Third Point LLC, Partners, Qualified Partners and Mr. Loeb; (ii) Form 4 filed December 31, 2008 by Third Point LLC; and (iii) the Company's List of Shareholders as of August 12, 2009 provided by American Stock Transfer & Trust Company, as transfer agent.

(8) John V. Lovoi is the managing partner of each of JVL Advisors, LLC ("Advisors") and Peninsula – JVL Capital Advisors, LLC ("Capital Advisors"), and may be deemed to beneficially own the 23,350,000 aggregate shares of common stock directly or indirectly owned or held by Advisors and the 5,850,000 shares of common stock directly or indirectly owned or held by Capital Advisors. Capital Advisors is the general partner of Belridge Energy Advisors, LP ("Belridge"), which directly or indirectly owns 5,850,000 shares of common stock, and accordingly may be deemed to beneficially own all of the shares of common stock directly or indirectly owned or held by Belridge. Mr. Lovoi served as a director of the Company from September 8, 2008 until his resignation, effective May 6, 2009. See note (10) below.

(9) Advisors is the general partner of: (i) JVL Global Energy (QP), LP ("Energy Qualified LP"), which directly or indirectly owns 6,088,043 shares of common stock; (ii) JVL Global Energy, LP ("Energy LP"), which directly or indirectly owns 8,646,546 shares of common stock; (iii) Navitas Fund LP ("Navitas LP"), which directly or indirectly owns 5,457,410 shares of common stock; and (iv) Navitas Fund (QP), LP ("Navitas Qualified LP"), which directly or indirectly owns 3,158,001 shares of common stock. As the general partner, Advisors may be deemed to beneficially own all of the shares of common stock directly or indirectly owned or held by Energy Qualified LP, Energy LP, Navitas LP and Navitas Qualified LP. See note (10) below.

(10) Based on the relationships described in notes (8) and (9) above, the entities and persons named therein may also be deemed to constitute a "group" within the meaning of Rule 13d-5(b)(1) under the Exchange Act; however, this statement shall not be construed as an admission that Advisors, Energy Qualified LP, Energy LP, Navitas LP, Navitas Qualified LP, Capital Advisors, Belridge and Mr. Lovoi are a group, or have agreed to act as a group. Each joint filer disclaims beneficial ownership of these securities except to the extent of any direct pecuniary interest therein, and this Disclosure Statement shall not be deemed to be an admission that any such joint filer is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. The foregoing information and the information contained in notes (8) and (9) above is based upon (i) the Schedule 13D, as amended through December 30, 2008, initially filed with the SEC on August 22, 2008, and (ii) the Company's List of Shareholders as of August 12, 2009 provided by American Stock Transfer & Trust Company, as transfer agent.

(11) Includes options currently exercisable to purchase up to 1,730,000 shares of our common stock at an exercise price of \$0.05 per share.

United States Bankruptcy Court
Southern District of Texas

In re Baseline Oil & Gas Corp.,
 Debtor

Case No. 09-36291

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Adela Nagel & William Nagel RD #1 Box 99N Sidney Center, NY 13839		1750	
Andree Sonsino 3806 Tartan Houston, TX 77025		4000	
Barabara DeThomasi & Joseph DeThom 69 Deer Run Ct. Carmel, NY 10512		5000	
Barbara Shea 155 E. 52nd St., Apt 7H New York, NY 10022		1250	
Belridge Energy Advisors 10000 Memorial Dr. Suite 550 Houston, TX 77024		5850000	
Bethany & Mark Constance 3 Rhodes Cr. Exeter, NH 03833		50000	
Bethany Constance 3 Rhodes Cr. Brentwood, NH 03833		150000	
BFP Texas Ltd. 20022 Creek Farm San Antonio, TX 78259		2000	
Blair Damson 6191 NW 98 Dr. Pompano Beach, FL 33076		100000	
Blair Harrison 13221 Chandler Blvd. Van Nuys, CA 91401		52725	
Brent Gaines 23 Cardinal Rd. Weston, CT 06883		375000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Cathy & Juan Portanda 54 Bulkley Manor Rye, NY 10580		75000	
CEDE & Co. P.O. Box 20 Bowling Green Station New York, NY 10004		26443935	
Cheng H. Tai & Jen Hui Chiou 347 W. 57th St., #11C New York, NY 10019		12500	
Daniel Marx 98 Bird St. Needham, MA 02492		25000	
David L. Goldman & Charlotte Goldman JT Ten Box 1954 Port Townsend, WA 98368		10000	
David Williams 5 Beck Ave. Rye, NY 10580		2000	
Derek Gaines 23 Cardinal Rd. Weston, CT 06883		375000	
Diamondback Master Fund, Ltd One Landmark Square 15th Floor Stamford, CT 06901		771884	
Eaton & Van Winkle, LLP 3 Park Avenue, 16th Floor New York, NY 10016		100000	
Ed Lahniers 1247 Ida St. Cincinnati, OH 45202		5000	
Eric Cohen 400 East 70th St. New York, NY 10021		110000	
Eric Dewaal 8000 Oak Dell Way #15012 San Antonio, TX 78240		2000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ettore Longinottie & Eleanore Longinotti 16 Saddle Ridge Rd. Holmes, NY 12531		8000	
Frances True 2208 Encino CLiff San Antonio, TX 78259		2000	
Frank La Grassa P.O. Box 2236 Amagansett, NY 11930		2000	
Frank White 6615 Flagler Rd. Nordland, WA 98358		2000	
Fribourg Enterprises, Inc. Della Montagnola 167 Attn: Ursula Azzurrini Chianti, Italy 50027		27251	
Gary Brennglass 18125 Andrea Circle North #5 Northridge, CA 91325		2725	
Gary Wright 3001 West Garder Peoria, IL 61605		15000	
Geoffrey Dylan Frasier 71 Troy Dr. Short Hills, NJ 07078		25000	
George F. Sutherland FBO Helen B. Sutherland 3725 NE Alameda St. Portland, OR 97212		28500	
Gerald Parselle Wilton West House Crockham Hill Edenbridge Kent TN86RG UK		37962	
Gerald Zeitz 360 65th St. Apt. 15A New York, NY 10021		2725	
Girdhar Korlipara 18 Southgate Rd. East Setauket, NY 11733		47932	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Gregory Harden 175 Zoe St., Apt. 6J Staten Island, NY 10305		5000	
Gwen Carden 1309 SW Vizcaya Cr. Palm City, FL 34990		2000	
H. Youval Krigel 14326 Citation San Antonio, TX 78248		2000	
Harry Feingold 216 East 29th St. New York, NY 10016		50000	
Henry D'Abo Attn: Matthew Cohen 3 Park Ave. 16th New York, NY 10016		95855	
Howard & Ruth Weiss 9612 Van Nuys Blvd., Suite 108 Panorama City, CA 91402		6000	
Howard Malman 657 Long Cove Court Deerfield, IL 60015		36908	
Ilana Gaines 23 Cardinal Rd. Weston, CT 06883		375000	
Isreal Braunstein 1836 Ocean Pkwy. Brooklyn, NY 11223		105450	
Jack Jankovic 11100 Edgewater Cleveland, OH 44102		47932	
James R. Stevens 26 Brinker Rd. Barrington, IL 60010		47932	
Jesse Hellums 16161 College Oak Ste. 100 San Antonio, TX 78249		2000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jodi Kirsch 25 Elm St. Woodbury, NY 11797		2477	
John Findra 11 Hanford Pl. Tarrytown, NY 10591		2500	
John Greco & Lillian Greco JTWROS 44 Peterson Ln. Staten Island, NY 10309		8000	
Joseph Calello 67 Nichols St. Newark, NJ 07105		20000	
JVL Global Energy (QP) LP c/o Kelly W. Loyd JVL Advisors LLC 10000 Memorial Dr., Suite 550 Houston, TX 77024		1124682	
JVL Global Energy (QP) LP 10000 Memorial Dr., Suite 550 Houston, TX 77024		1090700	
JVL Global Energy (QP) LP c/o Kelly W. Loyd JVL Advisors LLC 10000 Memorial Dr., Suite 550 Houston, TX 77024		3872661	
JVL Global Energy LP 10000 Memorial Dr., Suite 550 Houston, TX 77024		8646546	
Keith Frasier & Pamela Frasier JT Ten 71 Troy Dr. Short Hills, NJ 07078		110000	
Kelly Barter 140 East 57th St. Apt. 7D New York, NY 10022		20000	
Kenneth Dennison 3351 Greystone Dr. Blanchard, OK 73010		170000	
Kevin Furman 17541 Shetland Ln. Loxahatchee, FL 33470		1000	

Sheet **4** of **10** continuation sheets attached to the List of Equity Security Holders

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Kevin T. Tolbert 2948 Major Ridge Trail Duluth, GA 30097		2477	
Kurt Eichler P.O. Box 527 Vernon, NJ 07462		2477	
Larry Lomrantz Merle Robin Lomrantz JT TEN P.O. Box 67 Towaco, NJ 07082		10545	
Larry Schmalz 950 Hogan Ln. Ste. 10 Conway, AR 72034		47932	
Laura & Bruce Lazarus 1012 Pine Branch Ct. Fort Lauderdale, FL 33326		50000	
Laura Lazarus 1012 Pine Branch Ct. Weston, FL 33326		150000	
Lawrence Antonucci 80 Tempewick Rd. Mendham, NJ 07945		47932	
Lee Albertson 500 E 77th St. Apt. 1029 New York, NY 10021		2000	
Leigh Ann Lengyel 55 Solomon Hill Rd. Milford, CT 06461		75000	
Leonidas Group LLC 600 Columbus Ave. Ste. 11G New York, NY 10024		47932	
Loretta Diamond 13 East Gate Lane East Setauket, NY 11733		47932	
Louisa Ramsay 69 Pimlico Rd. London SW1W8NE		42180	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Marc Lazarus 600 Croton Ave. Cortlandt Manor, NY 10567		2000	
Mary Jo Missig & Gerald Missig 56793 St. James Ct. Shelby Township, MI 48316		27000	
Michael Barter Family Trust Michele Barter 10 Harbor St. P.O. Box 7 East Hampton, NY 11937		25000	
Michael H. Tai 347 W. 57th St. #11C New York, NY 10019		49000	
Michael H. Tai 347 W. 57th St. #11C New York, NY 10019		100000	
Michael J Vandemaele Living Trust 8132 Merchant Pl. Portage, MI 49002		50000	
Michael Johnson, Esq. 166 2nd Ave., Apt. 8F New York, NY 10003		1000	
Michael Vandemaele 8132 Merchant Pl. Portage, MI 49002		2725	
Milton Dressner 28777 Northwestern Hwy. Ste. 100 Southfield, MI 48034		95865	
Moses & Yetta Braunstein Trust 1836 Ocean Pkwy Brooklyn, NY 11223		105450	
Navitas Fund (QP) LP 10000 Memorial Dr. Ste. 550 Houston, TX 77024		1951494	
Navitas Fund (QP) LP 10000 Memorial Dr. Ste. 550 Houston, TX 77024		1206507	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Navitas Fund, LP c/o Kelly Wood JVL Advisors LLC 10000 Memorial Dr., Suite 550 Houston, TX 77024		5457410	
Neil Breslau 333 Cental Park West Apt. 36 New York, NY 10025		47932	
Paul Vogel 5 Boulder Field Rd. Califon, NJ 07830		1000	
Pension Solutions LLC 1342 E. 5th St. Brooklyn, NY 11230		52000	
Phil Frey Trustee Phil Frey Living Trust of 3/20/96 4105 NE Rigel S. Cove Way Jensen Beach, FL 34957		3706	
Philip Clark 133 E. 80th St., #10A New York, NY 10021		26363	
R. Scott Barter 140 East 56th St. #70 New York, NY 10022		20000	
R. Scott Barter Custodian For Charlie Barter (GMA) 140 East 56th St. #70 New York, NY 10022		10000	
Rachel B. Blass 1435 56th St. Brooklyn, NY 11219		105450	
RCB Securities Profit Sharing Plan 900 Palisade Ave. Fort Lee, NJ 07024		2725	
Rich Guthrie 52 Cos Cob Ave. Cos Cob, CT 06807		2000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Richard D'Abo C/O The Yucaipa Companies 9130 West Sunset Blvd. West Hollywood, CA 90069		936000	
Richard M. Dearnley 34 Riverpoint Little Rock, AR 72202		81000	
Richard M. Dearnley 9 West Palisades Dr. Little Rock, AR 72207		6000	
Richard M. Dearnley 9 West Palisades Dr. Little Rock, AR 72207		221900	
Robert H. Jones 732 Wisman Rd. Woodstock, VA 22664		5000	
Robert J. Dresner Living Trust 28777 Northwestern Hwy #100 Southfield, MI 48034		92000	
Robert J. Dresner Living Trust 28777 NW Highway, Suite 100 Southfield, MI 48034		6000	
Robert Jones 732 Wisman Rd. Woodstock, VA 22664		15000	
Robert Lombardi c/o Eaton & Van Winkle LLP 3 Park Ave., 16th Floor New York, NY 10016		10000	
Ronald Shear 1112 Park Ave. 6A New York, NY 10128		52725	
Scott M. Wallace 25642 Stratford Place Laguna Hills, CA 92653		47932	
Selma C. Harman Revocable Trust Richard Harman TTEE 146 Central Park West New York, NY 10023		3000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Selma C. Harman Revocable Trust Richard Harman TTEE 146 Central Park West New York, NY 10023		46000	
Shanna Barter 17 Salem Rd. Hicksville, NY 11801		10000	
Stephen Birmingham 1247 Ida St. Cincinnati, OH 45202		13000	
Stephen Taylor 1376 North Doheny Dr. Los Angeles, CA 90069		2725	
Steven & Robin Rosenberg 69 Brookby Rd. Scarsdale, NY 10583		47932	
Stiletto Capital Partners LP Lakeway One 3900 N. Causeway Blvd. Ste. 860 Metairie, LA 70002		5450	
Superius Securities Group Profit Sharing Plan 94 Grand Avenue Englewood, NJ 07631		1023637	
Superius Securities Group Profit Sharing Plan 94 Grand Avenue Englewood, NJ 07631		165000	
Superius Securities Group Profit Sharing Plan 94 Grand Avenue Englewood, NJ 07631		15000	
Susan Fisher & William Fisher Jtwros 303 54th Ave. North Nashville, TN 37209		1250	
T. Grossman Trust c/o Eaton & Van Winkle LLP 3 Park Ave., 16th Floor New York, NY 10016		25000	

In re **Baseline Oil & Gas Corp.**Case No. **09-36291**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Third Point Partners LP 390 Park Ave. New York, NY 10022		35465347	
Third Point Partners Qualified LP 390 Park Ave. New York, NY 10022		15323882	
Third Point Partners Qualified LP 390 Park Ave. New York, NY 10022		37046019	
Tiedemann Trust Company B U/W Edward Burke Ross FBO Amory L. Ross 1201 N. Market St., Ste. 1406		47932	
Valerie Moyers & Ty Moyers 16393 River Rock Cr. Choctaw, OK 73020		5000	
Vladimir Vagin 36-401 Partizanskaya Moscow Russia 121359		27251	
William Lawson 2 Sutton Place South New York, NY 10022		153000	
William Lawson 2 Sutton Place South New York, NY 10022		50000	
William Lawson 2 Sutton Place South New York, NY 10022		1500	
Wulf Losee 4735 Hazelwood Ave. Fremont, CA 94536		2000	

In re Baseline Oil & Gas Corp.,
Debtor

Case No. 09-36291

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 28, 2009

Signature /s/ Thomas R. Kaetzer
Thomas R. Kaetzer
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Texas**

In re **Baseline Oil & Gas Corp.**

Debtor(s)

Case No. **09-36291**

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 28, 2009**

/s/ Thomas R. Kaetzer

Thomas R. Kaetzer/Chief Executive Officer

Signer/Title